

COMPANIES ACT 1985

FIRST OXFORDSHIRE RADIO COMPANY LIMITED

COMPANY NUMBER: 2247588

NOTICE OF PASSING OF RESOLUTION
(pursuant to Section 380 Companies Act 1985)

At an Extraordinary General Meeting of the above-named Company duly convened and held at Brush House, Pony Road, Oxford on the 29th September 1995 at 6.00 pm the following Resolution was duly passed as a Special Resolution of the Company.

RESOLUTION

THAT the Articles of Association of the Company be amended as follows:-

1. Article 6 (C) shall be amended by:
 - (a) the deletion of the words "(3) to participate in any pre-emption rights to the exclusion of any other class of ordinary shareholder" at the end of Article 6 (C); and
 - (b) the addition of the words "(3) the holders of the "A" "B" "C" and "D" ordinary shares shall also have the right to appoint and remove the Chairman of the Board and any Deputy Chairman in accordance with the terms of Article 60".
2. Article 32 B (1) (d) shall be amended by:
 - (a) the deletion of the words "holder of "A" "B" "C" and "D" ordinary shares in the Company" on the sixth and seventh lines of the said Article and their replacement by the words "holder of ordinary shares in the capital of the Company"; and
 - (b) the substitution of the word "shareholder" for the word "member" on the eighth line of the said Article.
3. Articles 32 B (1) (e) - (g) (inclusive) shall be amended by the substitution of the words "shareholder" and "shareholders" for the words "member" and "members" respectively.

.....*J. Blochwell*.....
Director

Presenters name, address and reference:-

Cole and Cole
Buxton Court
3 West Way
OXFORD OX2 0SZ
(Ref: JP/AXW)

axw/deeds/fox.notice

