

BOX TELEVISION LIMITED
(Registered Number 2643552)

THE COMPANIES ACTS 1985 - 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

BOX TELEVISION LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held on 4th December 1996 the following Resolutions were duly passed as a Special Resolution and Elective Resolutions of the Company, respectively:

SPECIAL RESOLUTION

"THAT the Company adopt in substitution for the existing Articles of Association new Articles of Association in the form set out in the document submitted to the Meeting, a copy of which is attached and forms part of these minutes, and for the purpose of identification initialled by the Secretary."

ELECTIVE RESOLUTIONS

"THAT the Company elects:

- (i) That the Company shall not lay accounts and reports before the Members in General Meeting in accordance with the provisions of Section 252 of the Companies Acts 1985 - 1989;
- (ii) That the Company shall not be obliged to appoint auditors annually in accordance with the provisions of Section 386 of the Companies Acts 1985 - 1989;
- (iii) That the Company shall not hold Annual General Meetings in accordance with the provisions of Section 366A of the Companies Acts 1985 - 1989;
- (iv) That the Company grant authority to the Directors to allot shares for an indefinite period ; "

Secretary:..........Date:.....6-12-96.....

