Company No. 2710978

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS
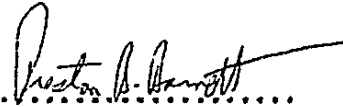
OF

COX PROGRAMMING LIMITED

The following resolutions were duly adopted by the sole member of the Company in accordance with section 381A of the Companies Act on 10 April 1997:

1. **THAT** the authorised share capital of the Company be increased to £35,000,000 by the creation of 19,893,424 ordinary shares of £1 each.

2. **THAT** the directors be and they are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 to exercise for a period of five years from the date of this resolution all powers of the Company to allot relevant securities (within the meaning of the said Section 80) up to the full amount of the authorised but unissued share capital of the Company as increased by Resolution 1. The authority hereby conferred shall allow and enable the directors to make an offer or an agreement before the expiry of the period herein referred to which would or might require relevant securities to be allotted after such expiry.

3. **THAT** pursuant to the authority given by Resolution 3 and pursuant to Section 95(1) Companies Act 1985, the directors be and they are hereby given power to allot equity securities (as defined in Section 94 of that Act) as if Section 89(1) of that Act did not apply to the allotment provided that this power shall expire on the fifth anniversary hereof, save that the directors may make an offer or an agreement before such expiry which would or might require equity securities to be allotted after such expiry and the directors may allot such equity securities in

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pursuance of such offer or agreement as if the power conferred hereby had not expired.

4.　THAT the name of the Company be changed to Flextech Satellite Investments Limited.

.....*Preston B. Barrett*.....
Secretary