

Company Number 2761569

UNITED ARTISTS INVESTMENTS LIMITED

WRITTEN RESOLUTION signed by all members of United Artists Investments Limited (the "Company") entitled to attend and vote at general meetings of the Company.

RESOLVED as a SPECIAL RESOLUTION as follows:

- 1 THAT the existing issued ordinary share capital of two £1 Ordinary Shares be re-classified as "Non-Voting Shares" each having the rights set out in the Articles of Association as amended in resolution 3 below
- 2 THAT the unissued share capital of the company of 19,999,998 Ordinary Shares of £1 each be re-classified as follows:
 - (i) 19,999,898 ordinary shares of £1 each be re-classified as Non-Voting Shares of £1 each
 - (ii) 100 ordinary shares of £1 each be re-classified as "Voting Shares" of £1 each

in each case having the rights set out in the Articles of Association as amended in resolution 3 below
- 3 THAT the Articles of Association be amended by the deletion of Article 3 and the substitution of the following.

"The authorised share capital of the Company is £20,000,000 divided into 19,999,900 Non-Voting Shares of £1 each and 100 Voting Shares of £1 each. The rights attaching to each of such class of shares is as set out below:

A Non-Voting Shares

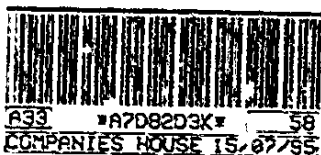
(i) Capital:

On a return of capital in a winding up or otherwise (other than on conversion, redemption or purchase of shares) the assets of the Company available for distribution amongst the members shall be applied *pari passu* in priority to any payment to the holders of Voting Shares in repaying to the holders of Non-Voting Shares the amounts paid up or credited as paid up thereon plus an additional sum of £1,000,000 for every £1 paid up on each Non-Voting Share and shall further be entitled *pari passu*, following subsequent repayment of the amount paid up on the Voting Shares to any surplus remaining after such payment.

(ii) Income

The holders of Non-Voting Shares shall be entitled to such dividend as may be declared thereon. Dividends shall be declared by the Company only on Non-Voting Shares.

(iii) Voting and Meetings



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The holders of the Non-Voting Shares shall not be entitled to receive notice of or attend or vote at general meetings of the Company.

B. Voting Shares

(i) Capital:

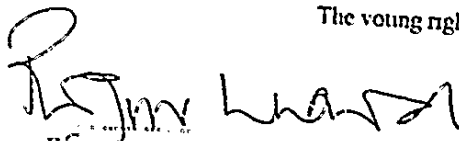
On a repayment of capital on a liquidation the holders of the Voting Shares shall be entitled, after the repayment to the holders of Non-Voting Shares *pari passu* of the amount paid up thereon together with an additional sum of £1,000,000 for every £1 paid up on each Non-Voting Share, to repayment of the amount paid up on Voting Shares, but shall not be entitled to participate in any surplus remaining after such payment;

(ii) Income.

Save as aforesaid, the holders of the Voting Shares shall not be entitled to any dividend or other distribution of any kind;

(iii) Voting and Meetings:

The voting rights of the Voting Shares shall be governed by Articles 56 to 65.


For and on behalf of
Flextech plc

Dated 11th July 1995