

Company Number:2886697

**THE COMPANIES ACT 1985-1989
PRIVATE COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTION
of: MEDIA VEST (MANCHESTER) LIMITED**

Passed the [16th] day of [February] 1999

At an Extraordinary General Meeting of the Company duly convened and held on the above date, the following Resolutions was duly passed as a Special Resolution of the Company:-

RESOLUTION 1

That the Company Share Option Scheme produced to the Meeting and signed by the Chairman of the Board for identification purposes be and the same is adopted by the Company as its Company Share Option Scheme.

RESOLUTION 2

That the share capital of the Company be increased from £100,000 to £240,000 divided into 140,990 A shares of £1 each, 47,760 B shares of £1 each, 50,000 C shares of £1 each and 1250 "D" shares of £1 each and that the Memorandum of Association be amended to reflect the new capital structure and the Articles of Association be amended as follows:

1. Article 2 (A) and (B) (a) be replaced with:

- (A) The authorised share capital of the Company is £240,000 divided into £140,990 "A" shares of £1 each, 47,760 "B" shares of £1 each, 50,000 "C" shares of £1 each and 1,250 "D" shares of £1 each. The A, B, C and D shares shall be separate classes of shares and shall save as herein otherwise provided rank pari passu in all respects.
- (B) The shares shall have the following rights and be subject to the following restrictions:-

(a) As regards income:-



The profits which the Company may determine to distribute in respect of any financial period ("Distributable Profits") shall be distributed:

- (i) as to 25% of the Distributed Profits amongst the holders of the B shares in proportion to the amounts paid up on the B shares (excluding any premium) held by them respectively; and
 - (ii) as to 75% of the Distributed Profits amongst the holders of the A and C shares, and subject to Article 2 (C), the D shares, in proportion to the amounts paid up on the shares (excluding any premium) held by them respectively.
2. In Article 2(B)(b) line 3 and line 6 after the words "B shares" insert the words "and the C shares and D shares".
 3. In Article 2(B)(c)(1)(i) after the words "A shares" insert the words "C shares and D shares".
 4. A new Article 2 (C) should be inserted to read:

"The C shares shall have the rights and shall be subject to the restrictions set out in the Rules of the Company Share Option Scheme as adopted by the Company ("the Scheme Rules") and where the Scheme Rules conflict with these Articles the Scheme Rules shall take precedence".

"The D shares shall not be entitled to participate in a distribution of Distributed Profits during a period of three years from the date of allotment".
 5. In Article 6 (A) second paragraph, lines 3 and 5 after the words "B shares" the words "and the C and D shares" should be inserted.
 6. A new Article 26 (e) should be inserted to read:

"it is a transfer of C shares in accordance with the Scheme Rules".



Chairman