

**GRANADA MEDIA GROUP LIMITED**

(THE "COMPANY")

**WRITTEN RESOLUTION**

We, the undersigned, being all the members of the Company entitled to attend and vote at any general meeting of the Company, agree that the following resolution be passed as a written resolution of the Company, having effect as a special resolution:

**RESOLUTION**

THAT the articles of association of the Company be and are hereby amended by inserting the following article to be numbered Article 5.2A:

The directors may (provided they comply with Regulation 103 of Table A with necessary changes) at their absolute discretion declare an interim dividend in specie and direct that it shall be satisfied wholly or partly by the distribution of assets and, where any difficulty arises in regard to the distribution, the directors may settle the same and in particular may issue fractional certificates and fix the value for distribution of any assets and may determine that cash shall be paid to any member upon the footing of the value so fixed in order to adjust the rights of members and may vest any assets in trustees. Regulation 105 of Table A shall be modified accordingly.

Signed:   
On behalf of Granada Media plc

Date: 10 MAY 2004

