

GMI(H) LIMITED

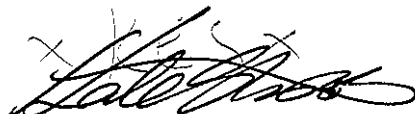
(Registered in England with Company No: 3106798)

At an Extraordinary General Meeting of the Company held at The London Television Centre, Upper Ground, London SE1 9LT on 14 September 1998 the following resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

THAT

- (a) the authorised share capital of the Company be and is hereby increased from £185,000,000 to £230,000,000 by the creation of an additional 45,000,000 shares of £1 each;
- (b) the directors be generally and unconditionally authorised with immediate effect for the purposes of section 80 of the Companies Act 1985 to allot relevant securities (as defined in that section) up to a maximum of 230,000,000 ordinary shares of £1 each at any time or times during the period expiring at the end of five (5) years from the date on which this resolution is passed provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired; and
- (c) the directors be empowered with immediate effect to allot equity securities (as defined in section 94 of the Companies Act 1985) for cash, pursuant to the authority conferred by paragraph (b) of this resolution, as if section 89(1) of such Act did not apply to any such allotment provided that this power shall expire at the end of five (5) years from the date on which this resolution is passed and further provided that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.



K E Stross
Secretary

Dated: 14 September 1998

