

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

GRANADA MEDIA LIMITED

(Passed 23 June 2000)

At an Extraordinary General Meeting of the Company duly convened and held on 23 June 2000 the following Resolution was passed as a Special Resolution:

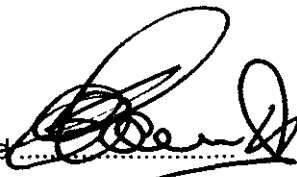
SPECIAL RESOLUTION

THAT:

- (a) the Company should be re-registered as a public company;
- (b) effective from the date of incorporation of the Company as a public company the name of the Company be changed to "Granada Media Public Limited Company";
- (c) effective from the date of incorporation of the Company as a public company the Memorandum of Association of the Company be altered as follows:
 - (i) by deleting in clause 1 the word "Limited" and substitution therefor the words "Public Limited Company";
 - (ii) by adding as a new clause to be numbered 2 the following:

"2. The Company is to be a public company.";
 - (iii) by renumbering the existing clauses numbered 2 to 5 as clauses 3 to 6; and

- (d) effective from the date of incorporation of the Company as a public company the Articles of Association contained in the printed document submitted to this Meeting and for the purposes of identification signed by the Chairman thereof be and they are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.

Signed 
Chairman of the Meeting