

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

-of-

**BNT LIMITED**

PASSED ON : 07 MAY 1996  
EFFECTIVE : 21 MAY 1996

The following resolutions were agreed to as written resolutions of BNT Limited (the "Company") in accordance with Section 381A of the Companies Act 1985 and became effective in accordance with Section 381A of that Act on 21 May 1996:

**ELECTIVE RESOLUTIONS**

1. THAT, in accordance with the provisions of Sections 366A and 379A of the Companies Act 1985 (the "Act"), the Company hereby elects to dispense with the holding of the Annual General Meeting for the year 1997 and subsequent years.
2. THAT, in accordance with the provisions of Sections 252 and 379A of the Act, the Company hereby elects to dispense with the obligation in Section 241 of the Act to lay accounts and reports before the Company in General Meeting in respect of the period ending 31 December 1996 and subsequent financial years.
3. THAT in accordance with the provisions of Sections 379A and 386 of the Act, the Company hereby elects to dispense with the obligation in Section 384 of the Act to appoint Auditors annually and that during the term such dispensation is in force the Directors be and are hereby authorised to determine the remuneration of the Auditors.
4. THAT In accordance with Sections 80A and 379A of the Act, the Company hereby elects that the provisions of the said Section 80A shall apply, instead of the provisions of Sections 80(4) and 80(5) of the Act, in relation to the giving or renewal after this election of an authority under the said Section 80.

*William D. Gmelin*

for and on behalf of  
BELL CABLEMEDIA PLC

