

Company no: 3990450

The Companies Acts 1985-89

Company limited by shares

Special resolutions

of

YOU ME TV PLC



At an extraordinary general meeting of the company held on 12 December 2001, the following resolutions were passed:

Special resolutions

1. That 20 ordinary shares of 1p each in the authorised share capital of the company are redesignated as A ordinary shares of 1p each carrying the rights set out in the articles of association of the company as amended pursuant to resolution 2.
2. That the articles of association of the company are amended as follows:
 - 2.1 by the insertion of a new definition:

"Flotation

the admission of any of the share capital of the company to trading on a recognised investment exchange within the meaning in section 285 Financial Services and Markets Act 2000 or to any other market established to facilitate dealings in shares."

- 2.2 by the substitution of a revised article 3:

"3. Share capital and variation of rights

- 3.1 The authorised share capital of the company at the date of adoption of this article is £1,000,000 divided into 95,001,980 ordinary shares of 1 p each, 20 A ordinary shares of 1p each (**A shares**) and 4,998,000 deferred shares of 1p each (**Deferred Shares**).
 - 3.2 The ordinary shares and the A Shares will rank equally except that, at all times prior to a Flotation, each A Share will for all purposes be treated as 0.5 per cent. of the

issued share capital of the company, other than the Deferred Shares.

- 3.3 Immediately prior to a Flotation and immediately prior to any issues of shares made in connection with such Flotation, each A Share then in issue will, to the extent that there is no issue of shares at a discount, be converted into such number of paid up ordinary shares as then constitute 0.5 per cent of the issued ordinary share capital of the company and this will be effected in such way as the directors of the company think fit including:
 - 3.3.1 redesignating each A Share as an ordinary share; and
 - 3.3.2 applying the company's share premium account in paying up such further number of ordinary shares as is needed and issuing these accordingly to the holders of A Shares.
- 3.4 After the first subscription for A Shares, further A Shares may only be issued to holders of A Shares, pro rata to their holdings, unless the holders of not less than 75 per cent. of the A Shares then in issue otherwise agree.
- 3.5 The holder of a Deferred Share:
 - 3.5.1 is not entitled in respect of such Deferred Share to vote at general meetings (whether in person or in proxy) but is entitled to receive notice of and attend general meetings;
 - 3.5.2 does not have the right at any time in respect of such Deferred Share to receive any part of the profits of the company which are available for distribution;
 - 3.5.3 does not have any right in the event of a winding up of the company or other return of capital to be paid any sum in respect of such Deferred Share other than the amount paid up or credited as paid up on such Deferred Share.
- 3.6 Subject to the provisions of the Act and without prejudice to any rights for the time being conferred on the holders of any shares or class of shares, any share in the company may be allotted with such preferred, deferred

or other rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the company may from time to time by ordinary resolution determine or, if no such determination be made, as the directors determine.

- 3.7 Subject to the provisions of the Act and to the authority of the company in general meeting required by the Act, the directors have unconditional authority to allot, grant options over, offer or otherwise deal with or dispose of any shares of the company to such persons, at such times and generally on such terms and conditions as they may determine.
- 3.8 The company may issue shares which are to be redeemed or are liable to be redeemed at the option of the company or the shareholders.
- 3.9 Subject to the provisions of the Act and to the authority of the company in general meeting required by the Act, the company has power to purchase its own shares, including any redeemable shares.
- 3.10 When any shares are to be issued, the directors may vary the amount of calls to be paid and the time of payment of such calls as between the allottees of such shares.
- 3.11 If by the conditions of allotment of any share the whole or part of its issue price is payable by instalments, every such instalment will, when due, be paid to the company by the person who for the time being is the registered holder of the share.
- 3.12 In addition to all other powers of paying commissions, the company may exercise the powers conferred by the Act of paying commissions to persons subscribing or procuring subscriptions for shares of the company, or agreeing so to do, whether absolutely or conditionally. Subject to the provisions of the Act, any such commissions may be satisfied by the payment of cash or, with the sanction of an ordinary resolution, by the allotment of fully or partly paid shares of the company or by any such combination. The company may also, on any issue of shares, pay such brokerage as may be lawful.
- 3.13 Except as required by law, no person will be recognised by the company as holding any share upon any trust,

and except only as otherwise provided by these articles or as required by law or under an order of a court of competent jurisdiction, the company will not be bound by or recognise any equitable, contingent, future or partial interest in any share, or any interest in any fraction or part of a share, or any other right in respect of any share, except an absolute right to the entirety of it in the registered holder.

- 3.14 Subject to the provisions of the Act and to articles 3.2 and 3.3, if at any time the capital of the company is divided into different classes of shares, all or any of the rights or privileges attached to any class may be varied or abrogated either in such manner, if any, as may be provided by such rights, or in the absence of any such provision, with the consent in writing of the holders of at least three-fourths of the nominal value of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate meeting of the holders of the shares of that class, but not otherwise.
- 3.15 To every such separate meeting referred to in article 3.13, all the provisions of these articles relating to general meetings of the company, or to the proceedings at them, and the provisions of sections 369 and 370 of the Act apply with any necessary modifications, except that the necessary quorum at any such meeting other than an adjourned meeting will be two or more persons present holding or representing by proxy at least one third in nominal value of the issued shares of the class in question. The quorum at an adjourned meeting will be one person holding shares of the class in question or his proxy. Any holder of shares of the class in question present in person or by proxy may demand a poll.
- 3.16 The creation or issue of shares ranking equally with or subsequent to the shares of any class will not, unless otherwise expressly provided by these articles or the rights attached to such shares as a class, be deemed to be a variation of the rights of such shares."



Chairman