

Company Number: 4126826

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS AND  
SPECIAL RESOLUTIONS OF THE MEMBERS OF  
RDF MEDIA (HOLDINGS) LIMITED  
(the "Company")  
PASSED PURSUANT ARTICLE 18 OF THE  
COMPANY'S ARTICLES OF ASSOCIATION

ORDINARY RESOLUTIONS

1. THAT each of the existing 4,980 Preferred Ordinary Shares of 1 pence be sub-divided into 100 Preferred Ordinary Shares of one hundredth of a penny (£0.01).
2. THAT each of the existing 92,398 Ordinary Shares of 1 pence each be sub-divided into 100 Ordinary Shares of one-hundredth of a penny each (£0.01).
3. THAT each of the existing 2,622 "A" Ordinary Shares of 1 pence each be sub-divided into 100 "A" Ordinary Shares of one-hundredth of a penny each (£0.01).

Dated:

28th November

2001

David Frank

Isabelle Frank

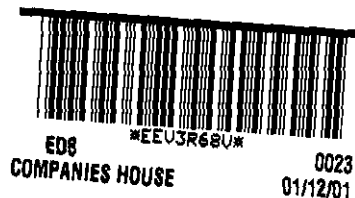
Stephen Lambert

Neil Record

Matthew Frank

Leslie Halpin

Sagitta European Private Equity  
Partnership II, LP



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