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 subdivided 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 subdivided 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 subdivided into 100 "A" Ordinary Shares of one-hundredth of a penny each (£0.01).

Dated:	23h November	2001
Xand	Frank	Isabella Wande
David Frank		Isabelle Frank
Stephen Lambert		Neil Record
M./ Matthew F	rank	Leslie Halpin
Sagitta Eur	ropean Private Equity	

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Partnership II, LP

'2001

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Dated: 28h November	2001
David Frank	Isabelle Frank
Stephen Lambert	Neil Record
Matthew Frank	Leslie Halpin
Sagitta European Private Equity	

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Dated: 28th November	2001
David Frank	Isabelle Frank
Stephen Lambert	Neil Record
Matthew Frank	Leslie Halpin
Sagitta European Private Equity Partnership II, LP	~