

Company No. 4463546

The Companies Act 1985

Private Company Limited by Shares

Written Resolution of

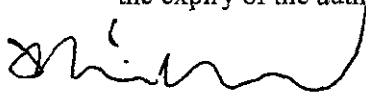
BBC Ventures Group Limited

(Passed on 21st August 2003)

This written resolution is passed in accordance with Article 10 of the Company's articles of association.

We, the undersigned, being the sole member of BBC Ventures Group Limited who, at the date of this resolution, would be entitled to attend and vote at a general meeting of the Company hereby pass the following resolutions as ordinary resolutions and agree that they shall for all purposes be as valid and effective as if they had been passed by us at a general meeting of the Company duly convened and held:

1. That the authorised share capital of the Company be increased to £124,000,003 by the creation of an additional 50,999,002 ordinary shares of £1.00 each ranking pari passu in all respects with the existing ordinary shares in the capital of the Company.
2. That:
 - (a) the Directors are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 at any time or times during the period of five years from the date of this resolution to allot, or to grant any right to subscribe for or to convert any security into up to 51,000,001 ordinary shares of £1.00 each in the capital of the Company and this authority shall be to the exclusion of any previous authority given to the Directors under Section 80 of the Companies Act 1985;
 - (b) at the expiry of the period of five years, the authority contained in paragraph (a) shall expire, but the Directors may make an offer or agreement before the expiry of the authority which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority.



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Director, for and on behalf of
BBC Commercial Holdings Limited

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