

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
CALEDONIAN MEDIA COMMUNICATIONS PLC


Special Resolution

At the Annual General Meeting of the Members of the above company duly convened and held at London on the Thirteenth day of August, Nineteen Hundred and Ninety-six the following Resolution was passed as a Special Resolution:-

“THAT the directors be and are hereby empowered, pursuant to section 95 of the Act, to allot and make offers or agreements to allot equity securities (as defined in Section 94(2) of the Act) pursuant to the authority conferred in resolution 4 above and during the period commencing on the date of this resolution and ending on the earlier of fifteen months from such date and the conclusion of the annual general meeting next following such date, as if section 89(1) of the Act did not apply to such allotment provided that this power shall be limited to:-

- (a) the allotment of equity securities in connection with a rights issue in favour of ordinary shareholders and so that for this purpose “rights issue” means an offer of equity securities open for acceptance for a period fixed by the directors to holders of equity securities on the register on a fixed record date in proportion to their respective holdings of such securities or in accordance with the rights attached thereto but subject to such exclusions or other arrangements as the directors may deem necessary to be expedient in relation to fractional entitlement or legal or practical problems under the law of, or the requirements of any recognised regulatory body or any stock exchange in, any territory;
- (b) the allotment of up to 15,099,150 ordinary share of 5p each in the Company in connection with the Caledonian Media Communications PLC Approved Executive Share Option Scheme 1995; and
- (c) the allotment of equity securities up to a maximum nominal value of £377,478;

provided that the Company may make prior to the expiry thereof any offer or agreement which would or might require any such securities to be allotted otherwise than in accordance with section 89(1) of the Act after the expiry of this power and the directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.”



Secretaries

