

25 - 08 - 95

Company Number 20509

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 Ninth day of August, Nineteen Hundred and Ninety-five, the following Resolution was duly 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 referred to in 4(a) above and during the period commencing on the date of this resolution and ending on the earlier of 15 months from such date and the conclusion of the annual general meeting next following the date of this resolution, as if section 89(1) of the Act did not apply to such allotment provided that this power shall be limited:-

- (a) to 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 laws of, or the requirements of any recognised regulatory body or any Stock Exchange in, any territory; and
- (b) to the allotment of equity securities up to a maximum nominal value of £371,013.00.



AL M. Khan
.....
Director

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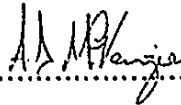
COMPANY LIMITED BY SHARES

CALEDONIAN MEDIA COMMUNICATIONS PLC

Ordinary Resolution

At the Annual General Meeting of the Members of the above company duly convened and held at London on the Ninth day of August, Nineteen Hundred and Ninety-five, the following Resolution was duly passed as an Ordinary Resolution:-

- (a) THAT the directors be and are hereby authorised generally and unconditionally pursuant to and in accordance with section 80 of the Companies Act 1985 as amended ("the Act") to exercise all or any of the powers of the company to allot relevant securities up to a maximum nominal value of £2,448,655.65 to such persons at such times and on such terms or otherwise as they think proper during the period commencing on the date of the passing of this resolution and expiring at the conclusion of the next annual general meeting; and
- (b) THAT the company be and is hereby authorised to make prior to the expiry of the said period any offer or agreement which will or might require any such relevant securities to be allotted after the expiry of the said period.


.....
Director

