

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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RESOLUTION IN WRITING

- of -

ALL THE MEMBERS

- of -

PARLIAMENTARY  
BROADCASTING UNIT LIMITED

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(DATED 25 October 2000)

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The following resolution was agreed to and signed by all the members of the above-named Company entitled to vote at general meetings of the above-named Company. If it had not been so agreed to, it would not have been effective for its purpose unless it had been passed as a special resolution at a general meeting of the above-named Company:-

RESOLUTION

1. THAT -

- (a) the share capital of the Company be increased from £160 to £180 by the creation of one new ordinary share of £20 to rank pari passu in all respects with the existing ordinary shares of £20 each in the capital of the Company;
- (b) the directors be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot one ordinary share of £20 in the Company to ITN News Channel Limited provided that this authority may be exercised at any time during the period of six months from the date hereof and at any time

thereafter pursuant to an offer or agreement made by the Company before the expiry of this authority which would or might require relevant securities to be allotted after such expiry;

- (c) the directors be and are hereby empowered pursuant to section 95 of the Companies Act 1985 to allot equity securities (within the meaning of section 94 of that Act) of the Company pursuant to the authority conferred by the immediately preceding paragraph of this resolution as if section 89(1) of that Act did not apply to any such allotment.

2. THAT the Articles of Association of the Company be and are hereby amended as follows:-

- (a) by the deletion of Article 3 and its replacement with the following new Article:

"As at the date of the last amendment to these Articles of Association the share capital of the Company is £180 divided into nine shares of £20 each"

- b) by the deletion of Article 7(1) and its replacement with the following new Article:

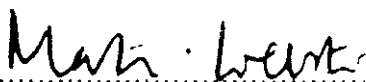
"Unless otherwise determined by ordinary resolution, the directors shall be not more than 20 in number."

- (c) by the deletion of the last sentence of Article 7(7) and its replacement with the following:

"The Chairman shall have a vote as a director in addition to his second or casting vote in accordance with Article 11."

- (d) by the deletion of Article 11 and its replacement with the following:

"In the case of an equality of votes, the chairman of the meeting (whether the Chairman appointed pursuant to paragraph (7) of Article 7 or another director appointed chairman of the meeting pursuant to Article 10) shall have a second or casting vote."

  
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~~Director~~/Secretary