

digital spy

Digital Spy Limited, 6 Queen's Elm Square, London SW3 6ED

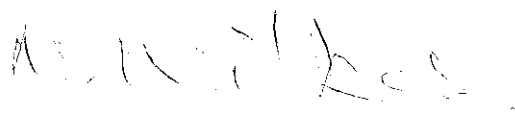
Minutes of Digital Spy Ltd special resolution meeting**Held:** 5pm on August 12, 2004**Present:** Alan Jay (Director/Chairman), Neil Wilkes (Director/Secretary), James Welsh (Director)**Proposed resolution:**

The removal of clauses from Digital Spy Limited Memorandum and Articles of Association:

1. "Any decision relating to sale of company to be agreed by 100% of share holders" (originally inserted into EGM on March 20, 2002)
2. "Any decision relating to merger with other sites, companies, or incorporation of external material to be agreed by 80% of shareholders" (originally inserted into EGM on March 20, 2002)
3. Articles of Association clauses 3b, 3c relating to pre-emptive rights.

The motions were carried unanimously.

Signed on behalf of Digital Spy Limited:



Neil Wilkes
Managing Director, Digital Spy Ltd



Alan Jay
Chairman, Digital Spy Ltd

