

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

CARLTON COMMUNICATIONS PLC

("THE COMPANY")

(Passed on 27 September 2004)

At an extraordinary general meeting of the Company duly convened and held on 27 September 2004 the following resolution was passed unanimously as a special resolution:

SPECIAL RESOLUTION

THAT:

1. the Company be re-registered as a private company;
2. effective from the date of incorporation of the Company as a private company the name of the Company be changed to "Carlton Communications Limited";
3. effective from the date of incorporation of the Company as a private company the memorandum of association of the Company be altered as follows:
 - (a) by deleting in clause 1 the words "Public Limited Company" and substituting for them the word "Limited";
 - (b) by deleting the existing clause numbered 2;
 - (c) by re-numbering the existing clauses numbered 3 to 6 as clauses 2 to 5; and
4. effective from the date of incorporation of the Company as a private company the articles of association contained in the printed document submitted to this meeting and for the purposes of identification signed by the chairman of the meeting be adopted as the articles of association of the Company in substitution for the existing articles of association.



Chairman of the meeting