

THE COMPANIES ACT 1985

and

THE COMPANIES ACT 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

SKY TELEVISION LIMITED

Effected pursuant to Section 381A of the Companies Act 1985 (as amended)

IT WAS RESOLVED THAT:

1. The authorised share capital of the Company be and is hereby increased by the creation of 626,432,000 0.0001% preference shares of £1 each in the capital of the Company (the "Preference Shares"). The Preference Shares shall carry a fixed cumulative preferential dividend at the rate of 0.0001% per annum, and on a winding-up shall entitle the holders to repayment of the capital paid-up thereon together with a sum equal to any arrears of the final dividend calculated down to the date of the winding-up and payable whether or not such dividend has been declared or earned in priority to any payment to the holders of any and all other classes of share in the capital of the Company. Save as aforesaid, the Preference Shares shall not in any circumstances carry any voting rights and shall not entitle the holders to any further or other participation in the profits or assets of the Company.
2. Without prejudice to any other authorisation given to the directors in accordance with Section 80 of the Companies Act 1985 (as amended) (the "Act") in existence at the date hereof, the directors be and they are hereby generally and unconditionally authorised in accordance with Section 80 of the Act to exercise all the powers of the Company to allot relevant securities in the capital of the Company, provided that the maximum aggregate nominal amount of relevant securities that may be allotted under this authority shall be £626,432,000, the date on which the authority shall expire shall be 6th November 1997 and for the purposes of this paragraph 2 the words and expressions defined in Section 80 of the Act shall bear the same meaning herein.



3. Upon the recommendation of the directors, that it is desirable to capitalise the sum of £626,432,000 (being part of the non-distributable reserves of the Company and an amount equal to the deficit standing to the Company's profit and loss account), that such sum be distributed to the Company's sole member, British Sky Broadcasting Group plc ("BSkyB"), on condition that the same is not paid in cash but is applied in paying up in full at par £626,432,000 Preference Shares to be allotted and distributed, credited as fully paid-up, to BSkyB and the directors be and they are hereby authorised and directed to apply the said sum of £626,432,000 and to allot the said Preference Shares accordingly.

SIGNED for and on behalf of)
BRITISH SKY BROADCASTING)
GROUP PLC by its duly authorised)
Corporate Representative)
Richard Brooke)



Dated 7th May, 1997