
THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS

-of-

BELL CABLEMEDIA ACQUISITION COMPANY LIMITED

PASSED THE FOURTH DAY OF AUGUST 1995

At the Annual General Meeting of Bell Cablemedia Acquisition Company Limited (the "Company"), duly convened and held on Friday 4 August 1995, the following resolutions were passed as Elective Resolutions of the Company:

ELECTIVE RESOLUTIONS

1. THAT in accordance with the provisions of Section 252 of the Companies Act 1985, the Company hereby dispenses with the laying of accounts and reports before the Company in General Meeting in respect of the year ending 31st December 1995 and subsequent financial years.
2. THAT in accordance with the provisions of Section 366A of the Companies Act 1985, the Company hereby dispenses with the holding of the Annual General Meeting for 1996 and subsequent years.
3. THAT in accordance with the provisions of Section 386 of the Companies Act 1985, the Company hereby dispenses with the obligation to appoint Auditors annually and that during the term such dispensation is in force the Directors be and are hereby authorised to determine the remuneration of the Auditors.

Ala Bates

Chairman

