

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

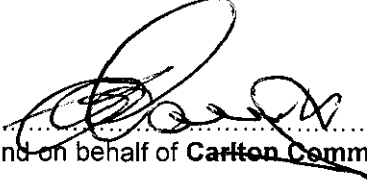
WRITTEN RESOLUTIONS

OF

ANDRE DEUTSCH LIMITED

Pursuant to Article 61 of the articles of association of the Company we, the undersigned, being the sole member of the Company entitled to attend and vote at general meetings of the Company agree to and pass the following written resolutions:

- 1 That the authorised share capital of the Company be increased to £51,000 by the creation of 50,000 ordinary shares of £1 each ranking pari passu with the existing ordinary shares of £1 each.
- 2 That the directors be authorised to allot relevant securities (as defined in section 80(2) the Companies Act 1985 (CA)) up to a maximum amount in nominal value equal to the authorised but unissued share capital immediately after the increase effected by resolution 1 above, such authority to expire on the fifth anniversary of the date upon which this resolution is passed.
- 3 That the authority to be conferred by resolution 2 above be in substitution for each (if any) other authority given pursuant to section 80 CA whether contained in the articles of association of the Company or otherwise and each (if any) such earlier authority be revoked but without prejudice to the validity of any allotment offer or agreement made pursuant to any such earlier authority before the date upon which this resolution is passed.


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for and on behalf of **Carlton Communications Plc**

Date: 17 August 2004

