

CARLTON BROADCASTING HOLDINGS LIMITED

(the "Company")

(Registered Number 02583084)

WRITTEN RESOLUTIONS OF SHAREHOLDERS

We, the undersigned, being all the shareholders of the Company who, at the date of this resolution, would be entitled to receive notice of and attend and vote at general meetings of the Company HEREBY record our decision that the following resolutions be and are hereby passed as special resolutions of the Company by way of a written resolution in accordance with Article 108 of the Articles of Association of the Company and agree that the said resolutions shall, for all purposes, be as valid and effective as if the same had been passed by us at a general meeting of the Company duly convened and held

SPECIAL RESOLUTIONS

- 1 THAT the re-registration of the Company as an unlimited company be and is hereby approved
- 2 THAT, effective from the date of re-registration of the Company as an unlimited company, the memorandum of association of the Company be altered as follows
 - (a) by deleting the existing clause 1 and substituting the following new clause 1
"The name of the company is Carlton Broadcasting Holdings",
 - (b) by deleting the existing clause 3 and substituting a new clause 3 as set out in the attached memorandum of association,
 - (c) by deleting the existing clause 4 and substituting the following new clause 4
"The liability of the members is unlimited", and
 - (d) by deleting the existing clause 5 and substituting the following new clause 5
"The share capital of the company is £150,000,000 divided into 150,000,000 ordinary shares of £1 each"
- 3 THAT, effective from the date of re-registration of the Company as an unlimited company, the attached articles of association be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association
- 4 THAT, effective from the date of re-registration of the Company as an unlimited company, the share capital of the Company be reduced from £24,930,680, divided into 24,930,680 ordinary shares of £1 each, to £1 by reducing the nominal value of each issued and unissued share to a fraction of which the numerator is £1 and the denominator is the total number of shares in issue immediately before the reduction
- 5 THAT, effective from the date of re-registration of the Company as an unlimited company, the share premium reserve of the Company be reduced to nil



