

Company No. 3261192

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

BRITISH DIGITAL BROADCASTING HOLDINGS LIMITED

In accordance with article 50 of the Company's articles of association, we, being all the members of the Company who would, at the date of this resolution, have been entitled to vote upon it if it had been proposed at a general meeting at which we were present, pass the following resolution as a special resolution:

SPECIAL RESOLUTION

THAT, subject to the consent or sanction required by article 3(C), the Company's articles of association be amended:

- (i) by the deletion of the last sentence of article 79 and the substitution of the following:

"Whilst condition 10(11) of any BDB Licence is in force no person shall be appointed as a Director who is a director of a relevant person (as defined in condition 10 of any BDB Licence) or who has been a director of a relevant person (as so defined) within a period of six months prior to his or her appointment as a Director.";

- (ii) by the deletion of article 83(f) and the substitution of the following:

"(f) whilst condition 10(11) of any BDB Licence is in force, he becomes a director of a relevant person (as defined in condition 10 of such BDB Licence)."

Dated 14 July 1998

Signed N. L.
For and on behalf of Carlton Communications Plc

Signed _____
For and on behalf of Granada Group PLC

