

Company number: 3891345

COMPANIES ACTS 1985 TO 1989
COMPANY LIMITED BY SHARES
RESOLUTIONS of SPORTS NETWORK GROUP PLC
(the "Company")
(Passed on 31 January 2005)

At a duly convened extraordinary general meeting of the above named Company held at 1 Threadneedle Street, London EC2R 8AW on 31 January 2005 at 10a.m., the following resolution was duly passed, as a special resolution:

- 1 That, the Directors of the Company be authorised and empowered pursuant to section 95(1) of the Companies Act 1985 as amended (the "Act"), to allot equity securities (as defined in section 94(2) of the Act) of the Company for cash pursuant to the authority conferred upon them by resolution 4 passed at the extraordinary general meeting of the Company held on 23 August 2004 as if section 89(1) of the Act did not apply to such an allotment, provided that this authority and power shall be limited to:
- (i) the allotment of equity securities pursuant to a rights issue or other offer to ordinary shareholders of the Company and other persons entitled to participate therein where the equity securities respectively attributable to the interest of all ordinary shareholders and such other persons are proportionate or as nearly as practical (and taking into account any prohibitions against or difficulties concerning the making of an offer or allotment to shareholders whose registered address or place of residence is overseas and subject to such exclusions and other arrangements as the directors of the Company may deem necessary or expedient to deal with fractional entitlements and any legal and practical difficulties under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or record dates) to the respective numbers of ordinary shares held by them;
 - (ii) the allotment (otherwise than pursuant to sub-paragraph (i) above) pursuant to options or warrants granted by the Company prior to the date of the passing of this resolution;
 - (iii) the allotment (otherwise than pursuant to sub-paragraphs (i) and (ii) above) for cash of equity securities up to an aggregate nominal amount of £1,010,931.

provided that the authority, unless renewed, varied or revoked prior to their expiry date, shall expire at the conclusion of the next annual general meeting of the Company or 15 months from the 23 August 2004 (whichever is the earlier) but such authority shall enable the Company to make an offer or agreement which will or might require equity securities to be allotted after the authority expires and, in that event, the Directors of the Company may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired. This authority shall be in substitution for, any authority conferred upon the Directors of the Company in accordance with the said section prior to the passing of this resolution, which authorities (to the extent they remain in force and unexercised) are hereby revoked.

Nick... ..
Chairman

