

THE COMPANIES ACTS 1948 TO 1989

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF OSPREY COMMUNICATIONS PLC

PASSED 16 APRIL 1998

At an Extraordinary General Meeting of the Company duly convened and held at Osprey House, 10 Little Portland Street, London W1N 6LX on 16 April 1998 the subjoined resolutions were duly passed as Special Resolutions:

SPECIAL RESOLUTIONS

1. THAT the provisions of the Memorandum of Association be altered as follows:
 - (a) by deleting the existing clause 4(a)(i) and inserting the following new clause:
"(a) To carry on the business of a holding company.";
 - (b) by renumbering the existing clause 4(a)(ii) as clause 4(b);
 - (c) by deleting clause 6 and replacing it with the following clause, namely:
"The share capital of the Company is £9,500,000 divided into 38,000,000 shares of 25p each"; and
 - (d) by renumbering the existing clauses 4(b) to (w) inclusive as clauses 4(c) to (x)
2. THAT the regulations contained in the printed document produced to the Meeting and initialled for the purpose of identification by the Chairman, be adopted as the Articles of Association of the Company in substitution for an to the exclusion of the existing Articles of Association.




CHAIRMAN