

ENTERTAINMENT
VIS INTERACTIVE PLC ("the Company")

(Company No 160499)

At an Extraordinary General Meeting of the Company held at VIS entertainment plc, Izatt Avenue, Dunfermline KY11 3BZ on 29 December 2000 the following Resolutions were passed:

Ordinary Resolution

"That:-

- 1 the authorised share capital of the Company be and is hereby increased by £60,000 from £550,000 by the creation of an additional 600,000 'B' Ordinary Shares of £0.10 each, each new share having the rights and privileges and being subject to the restrictions contained in the new Articles of Association of the Company to be adopted pursuant to special resolution 6 below;

Special Resolution

- 2 without prejudice to any existing authorisation under Section 80 of the Companies Act 1985 (as amended) ("the Act") the Directors be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Act to allot relevant securities (within the meaning of section 80(2) of the Act) provided that (a) the maximum number of relevant securities to be allotted pursuant to this authority shall be 579,471 and (b) this authority shall expire, unless previously revoked or varied by the Company in general meeting, on the expiry of the period of 30 days from the date of the passing of this Resolution save that the Directors may, after such revocation, variation or expiry allot relevant securities pursuant to an offer or agreement so to do made by the Company prior to such revocation, variation or expiry (which the Company, by this authority, is allowed to make);
- 3 pursuant to section 95(1) of the Companies Act 1985, section 89(1) of that Act shall not apply to any allotment of equity securities (within the meaning of section 94 of that Act) in the capital of the Company made pursuant to the authority conferred on the Directors by Resolution 2 above;
- 4 the rights afforded to the members of the Company in terms of Articles 6.1 to 6.3 of the Company's Articles of Association be and are hereby disapplied on share allotments in connection with the issue of Preference Shares as defined in Resolution 1 or any other share pursuant to the offer dated 20 December 2000, provided that the maximum amount of Offer Shares in the Company to be allotted pursuant to this disapplication shall be 579,471;
- 5 the undernoted allotment 'B' Ordinary Shares be and are hereby approved:
- | <i>Name of Allottee</i> | <i>Number of Shares</i> | <i>Price per Share Allotted</i> |
|-----------------------------|-------------------------|---------------------------------|
| Flextech Television Limited | 331,126 | £6.04 |
- 6 the regulations contained in the document attached to this Notice be and are hereby approved and adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.

Registered Office:
130 St Vincent Street
Glasgow G2 5HF

29 December 2000

By Order of the Board of Directors


Peter Baillie, Director

