

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION OF
OF
CARLTON VIDEO LIMITED

DATED 11 NOVEMBER 1998

Pursuant to Section 381A of the Companies Act 1985 (as incorporated by Section 113 of the Companies Act 1989) we being the sole Member of the Company for the time being entitled to receive notice of and to attend and vote at General Meetings of the Company HEREBY RESOLVE the following as a written Special Resolution of the Company:-

SPECIAL RESOLUTION

"THAT the Memorandum of Association be amended by the deletion of the existing clauses 3(a) (ii) and the insertion of the following clauses 3(a) (ii) in its place:-

- *** (ii) To carry out the business of acquiring, creating, designing, importing, exporting, licensing, wholesaling, retailing and publishing both audio and video products produced by licensee and/or owned artists on the formats of music cassette, compact disc, vinyl record, video tape, video disc and/or any other electronically processed technique which would include mail order, computer based retailing both passive and interactive for use by broadcast, home, car, office or by portable means available through shops, clubs, wholesalers and as premiums in other buildings and medium."

For and on behalf of
Carlton Home Entertainment Limited

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Authorised signatory

