

Company No. 4463546

The Companies Act 1985

Private Company Limited by Shares

Written Resolution of

BBC Ventures Group Limited

(Passed on 27th JULY 2005)

CERTAIN TO BE A
TRUE COPY OF THE
ORIGINAL

PJ Ray

PETER RAYMAN

COMPANY SECRETARY

BOLTON VENTURES GROUP LIMITED

This written resolution is passed in accordance with Article 10 of the Company's articles of association.

We, the undersigned, being the sole member of BBC Ventures Group Limited who, at the date of this resolution, would be entitled to attend and vote at a general meeting of the Company hereby pass the following resolutions as ordinary resolutions and agree that they shall for all purposes be as valid and effective as if they had been passed by us at a general meeting of the Company duly convened and held:

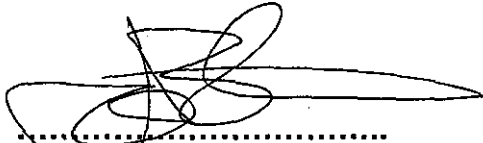
1. That the authorised share capital of the Company be increased to £178,300,003 by the creation of an additional 117,300,000 ordinary shares of £1.00 each ranking pari passu in all respects with the existing ordinary shares in the capital of the Company.

2. That:

- (a) the Directors are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 at any time or times during the period of five years from the date of this resolution to allot, or to grant any right to subscribe for or to convert any security into up to 117,300,000 ordinary shares of £1.00 each in the capital of the Company and this authority shall be to the exclusion of any previous authority given to the Directors under section 80 of the Companies Act 1985;



(b) at the expiry of the period of five years, the authority contained in paragraph (a) shall expire, but the Directors may make an offer or agreement before the expiry of the authority which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority.

A handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke extending to the right.

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Director, for and on behalf of
BBC Commercial Holdings Limited