

UNLIMITED COMPANY

WRITTEN RESOLUTION

of

UNITED ARTISTS SCREEN ENTERTAINMENT (the "Company")

(Registered in England and Wales under company number 212588)

Circulation Date: 7 April 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is duly passed as a special resolution **IT WAS RESOLVED THAT:**

Special Resolution

With effect from the date of this special resolution and pursuant to the Company's articles of association, the issued share capital of the Company be and is hereby reduced from £15,250,000 divided into:

- (a) 33,000,000 ordinary shares of £0.25 each (each being a "Share");
- (b) 2,000,000 cumulative preference shares (6%) of £1.00 each; and
- (c) 5,000,000 cumulative pre-preference shares (4.5%) of £1.00 each,

to £2 divided into 8 Shares, by cancelling and extinguishing all of the said cumulative pre-preference shares (4.5%), all of the said cumulative preference shares (6%) and all of the said Shares other than eight Shares registered in the name of the sole member of the Company being Cambridge Holdings Limited (the "Reduction"). The Reduction shall be effected upon the terms that no part of the reserves so arising shall be paid to the sole member of the Company by way of repayment of capital but shall be credited to the reserves of the Company and shall, subject to the provisions of the Companies Act 1985 (as amended) and the Companies Act 2006, form part of the profits of the Company.

The undersigned, being the sole member of the Company who would have been entitled to vote on the above resolution on the Circulation Date, signifies its agreement to the proposed special resolution in accordance with section 296 of the Companies Act 2006.

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Duly authorised for and on behalf of
Cambridge Holdings Limited

Date of agreement to resolution: 7 April 2008

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