

ENDEMOL WORLDWIDE DISTRIBUTION LIMITED

(COMPANY NUMBER: 01577754)

(the Company)

Member's written resolution

Circulation Date: 27 October 2009

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as an ordinary resolution (*Ordinary Resolution*) by the sole member of the Company.

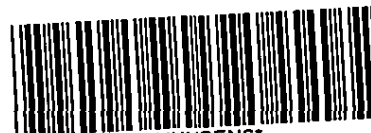
ORDINARY RESOLUTION

That the terms of, and the transactions contemplated by, the Accession Letters and the Deed of Accession (each as defined below) and the Transaction Documents (as defined in the Facility Agreements (as defined below)) to which the Company will become a party be and are hereby approved and that the directors and the secretary of the Company be and are hereby empowered and directed to take any action in connection with the negotiation, execution, delivery and performance of the obligations under the Accession Letters and the Deed of Accession, listed below in the form to be approved by a meeting of the board of directors of the Company held on 27 Oct 2009, with such amendments as may be agreed by the directors of the Company, the performance of the Company's obligations under the Transaction Documents to which the Company becomes a party, and the transactions contemplated by the Accession Letters, the Deed of Accession and the Transaction Documents to which the Company becomes a party:

- (a) accession letters (the *Accession Letters*) in respect of:
- (i) a senior facilities agreement dated 3rd July, 2007 as amended and restated from time to time between, amongst others, Endemol B.V. (formerly known as Edam Acquisition B.V.), (*Bidco*), Edam Acquisition Holding IV B.V. (the *Parent*), the Arrangers (as defined therein), Barclays Bank PLC as Facility Agent (as defined therein) and as Security Agent (the *Security Agent*) and the financial institutions named therein as lenders (the *Senior Facilities Agreement*);
  - (ii) a mezzanine facility agreement dated 3rd July, 2007 as amended and restated from time to time between, amongst others, Bidco, the Parent, the Arrangers, Barclays Bank PLC, as mezzanine agent, the Security Agent and the financial institutions named therein as lenders (*Mezzanine Credit Agreement*, together with the Senior Facilities Agreement, the *Facility Agreements*);
  - (iii) an intercreditor agreement dated 3rd July, 2007 as amended and restated from time to time between, amongst others, the Parent, Bidco, the Senior Creditors and the Mezzanine Creditors (as defined therein) and the Security Agent (the *Intercreditor Agreement*); and

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- (b) a deed of accession (the *Deed of Accession*) in respect of:
  - (i) a security agreement dated 12th December, 2007 as amended and restated from time to time between, amongst others, the Parent, certain of its indirect subsidiaries and the Security Agent (the *Security Agreement*); and
- (c) any other documents ancillary to, or in connection with, the documents listed under (a) and (b) above.

Furthermore, the directors of the Company hereby are empowered, authorised and directed to irrevocably authorise the Parent to act in the name and on behalf of the Company as the Obligor's Agent (as defined in the Facility Agreements) in connection with the Senior Finance Documents (as defined in the Senior Facilities Agreement) and the Mezzanine Finance Documents (as defined in the Mezzanine Credit Agreement).

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the *Special Resolution* and together with the Ordinary Resolution, the *Resolutions*) by the sole member of the Company.

#### **SPECIAL RESOLUTION**

That the Company's articles of association be altered by:

- (i) renumbering the current article 1 as 1 (a) and inserting a new article 1 (b) with the words, "Regulation 24 of Table A shall not apply to the Company"; and
- (ii) deleting the current article 3 and renumbering the present articles 4, 5 and 6 as 3, 4 and 5 respectively and so on for the remainder of the articles of association.

#### **AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Signature: Catherine Mearcock

Name: CATHERINE MEARCOCK.

on behalf of **Primetime Limited**

Date: 27<sup>th</sup> OCT 2009

## NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand, delivering the signed copy to Cathy Meacock.

If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

3. Unless, by 24 November 2009, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.