

Company Number. 1927955

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE MEMBER

of

TURNER BROADCASTING SYSTEM EUROPE LIMITED

(the "Company")

Pursuant to chapter 2 of part 13 of Companies Act 2006, the following resolutions (the "**Resolutions**") are proposed by the directors as ordinary and special resolutions and are first circulated to the member of the Company on 17th December 2010 (the "**Circulation Date**")

ORDINARY RESOLUTION

1 **THAT**

- (a) the directors of the Company be generally and unconditionally authorised for the purposes of section 551 Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of €72,642,720 This authority shall, unless renewed, varied or revoked by the Company, expire on the date five years from the date of this resolution, but the Company may make an offer or agreement before this authority expires which would or might require shares to be allotted or Rights to be granted after it has expired and the directors may allot shares or grant Rights under any such offer or agreement notwithstanding that the authority conferred by this resolution has expired, and
- (b) this authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 Companies Act 1985 or section 551 Companies Act 2006

SPECIAL RESOLUTIONS

2 **THAT** the articles of association of the Company be amended by revoking and deleting

- (a) the provision which immediately before 1 October 2009 constituted paragraph 5 (as amended) of the Company's memorandum of association and is now treated as a provision of the Company's articles of association by virtue of section 28 Companies Act 2006, and

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(b) article 4 of the Company's articles of association of the Company

- 3 **THAT**, subject to the passing of resolution 1, in accordance with section 570 Companies Act 2006, the directors of the Company be generally empowered to allot equity securities (as defined in section 560 Companies Act 2006) pursuant to the authority conferred by resolution 1, as if section 561 Companies Act 2006 did not apply to any such allotment, and the Company may make an offer or agreement before this power expires which would or might require equity securities (as so defined) to be allotted after it has expired and the directors may allot equity securities under any such offer or agreement notwithstanding that the power conferred by this resolution has expired


Please read the notes set out below before signing or taking any action on these resolutions

AGREEMENT OF MEMBER

We, being the sole person entitled to vote on the Resolutions on the Circulation Date, irrevocably agree to the Resolutions

SIGNED by
for and on behalf of
TURNER BROADCASTING SYSTEM
HOLDINGS (EUROPE) LIMITED

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17th December 2010

NOTES

- 1 If you agree with the Resolutions, please
 - 1 1 sign this document above alongside your name or the name of the person on whose behalf you are authorised to act, and
 - 1 2 return the signed document by one of the following methods
 - 1 2 1 by delivery in person or by hand to James Grant at Turner House, 16 Great Marlborough Street, London, W1F 7HS, or
 - 1 2 2 by attaching a scanned copy of the signed document in pdf (portable document format) to simon.armitage@olswang.com

You should not return the document to any other person or address, whether such person's name and address is included in a document accompanying this document or otherwise

- 2 Unless by the end of the period of 28 days beginning with the Circulation Date sufficient agreement has been received by the Company for the Resolution to pass, it will lapse