

Company Number: 2724503

**WALT DISNEY INTERNATIONAL LIMITED**

(the "Company")

**MEMBER WRITTEN RESOLUTIONS**

Circulation Date: 8 April 2009 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as ordinary resolutions (the "**Resolutions**"):

**ORDINARY RESOLUTIONS**

1. THAT any actual or potential conflict of interest that may arise by reason of any existing or future director of the Company being or becoming a director or other officer of, or employed by or otherwise interested in, any company which is a subsidiary or a holding company or a subsidiary of a holding company (as those terms are defined in section 736 of the Companies Act 1985) of the Company be and is hereby authorised and ratified.
2. THAT in accordance with Regulation 28 of the Company's articles of association, each of the directors of the Company be and is hereby authorised to vote at any meeting of the directors called to approve the passing of a resolution or resolutions of any subsidiary of the Company in terms similar (mutatis mutandis) to all or any of the Resolutions.

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

**BY ORDER OF THE BOARD**

.....  
Director



CERTIFIED TO BE A TRUE  
COPY OF THE ORIGINAL  
*Baker & McKenzie LLP*  
BAKER & MCKENZIE LLP  
SOLICITORS  
100 NEW BRIDGE STREET  
LONDON EC4V 6JA

## AGREEMENT

WE THE UNDERSIGNED, being a member of the Company on the Circulation Date, HEREBY IRREVOCABLY AGREE to the Resolutions.



Name: Marsha L. Reed  
duly authorised signatory  
for and on behalf of  
**Disney Enterprises, Inc.**

Dated: April 8, 2009

\_\_\_\_\_  
Name:  
duly authorised signatory  
for and on behalf of  
**Hammersmith Enterprises Limited**

Dated: .....

## NOTES

1. To signify your agreement to the Resolutions you should sign and date this document where indicated above and return it to the Company by delivering the signed copy by hand or returning the signed copy by post to the Company Secretary at 3 Queen Caroline Street, Hammersmith, London, W6 9PE
2. Once you have signified your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, by 28 days following the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse.
4. 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.

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WE THE UNDERSIGNED, being a member of the Company on the Circulation Date, HEREBY IRREVOCABLY AGREE to the Resolutions.

\_\_\_\_\_  
Name:  
duly authorised signatory  
for and on behalf of  
**Disney Enterprises, Inc.**

Dated: .....

\_\_\_\_\_  
Name:  
duly authorised signatory  
for and on behalf of  
**Hammersmith Enterprises Limited**

Dated: ....8 April 2009.....



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