

Company Number 02724503

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

Walt Disney International Limited

(the "Company")

MEMBERS' WRITTEN RESOLUTION

Date: 11 August 2009 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that:

- resolutions (a) and (b) below are passed as ordinary resolutions (together the "**Ordinary Resolutions**"); and
- resolution (c) below is passed as a special resolutions (the "**Special Resolution**").

ORDINARY RESOLUTIONS

- (a) IT IS RESOLVED that the authorised share capital of the Company be increased in accordance with the provisions of the Companies Act 1985 from £1,000,000,300 to £1,000,001,300 by the creation of 1000 ordinary shares of £1.00 each ranking pari passu in all respects with the existing ordinary shares of £1.00 each in the capital of the Company.
- (b) IT IS RESOLVED THAT in substitution for all existing authorities the directors of the Company be and are hereby generally and unconditionally authorised pursuant to s. 80 Companies Act 1985 to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £839,822,086, and that the authority of the directors hereunder shall expire five years from the date of passing this resolution, provided that the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry, and the directors of the Company may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

SPECIAL RESOLUTION


- (c) IT IS RESOLVED that the articles of association of the Company be amended by deleting the existing Clause 3 and by substituting in lieu thereof the following Clause 3:

"3. The authorised share capital of the Company is £1,000,001,300 divided into 1,300 ordinary shares of £1.00 each and 1,000,000,000 'A' redeemable ordinary shares of £1.00 each".



Please read the Notes at the end of this document before signifying your agreement to the Ordinary Resolutions and Special Resolution (together the "Resolutions") below.

BY ORDER OF THE BOARD



.....
Director, Walt Disney International Limited

AGREEMENT

WE THE UNDERSIGNED, all of the members of the Company entitled to vote on the Resolutions on the Circulation Date. HEREBY IRREVOCABLY AGREE to each of the Resolutions.

Marsha Reed
Director A
duly authorised signatory
for and on behalf of
Wedco Holdings (Netherlands) B.V.

Dated: 2009


Print name: **NIGEL COOK**
Duly authorised signatory
For and on behalf of
Hammersmith Enterprises Limited

Dated: **11 August** 2009

Marsha Reed
By proxy on behalf of Edwin van der Meerendonk
duly authorised signatory
for and on behalf of
Wedco Holdings (Netherlands) B.V.

Dated: 2009

Print name:
Director of Wedco One (Luxembourg) S.à r.l. and
special attorney, for and on behalf of
Wedco Participations (Luxembourg) S.C.A

Dated: 2009

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Dated: 2009

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Dated: 2009

Romain Thillens

Director of Wedco One (Luxembourg) S.à r.l. and
special attorney, for and on behalf of

Wedco Participations (Luxembourg) S.C.A

Dated: 11 August, 2009

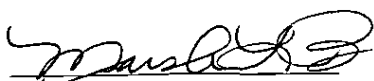
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