

Company Number 2724503

Walt Disney International Limited
(the "Company")
SOLE MEMBER'S WRITTEN RESOLUTION

18 July 2014 (the "Circulation Date")

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 "Resolution"):

SPECIAL RESOLUTION

THAT the share capital of the Company be reduced by £908,789,540 by cancelling and extinguishing 186,631,075 'A' redeemable ordinary shares of £1 each and cancelling and extinguishing 1,100 ordinary shares of £1 each, and cancelling the share premium account of the Company.

AND THAT the amount by which the share capital is reduced be credited to a distributable reserve of the Company.

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

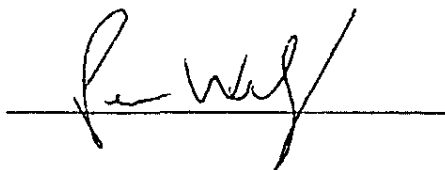
BY ORDER OF THE BOARD

.....
Director



AGREEMENT

I THE UNDERSIGNED, being the sole member of the Company on 1 AUGUST 2014, HEREBY IRREVOCABLY AGREE to the Resolution



duly authorised signatory
for and on behalf of
Hammersmith Enterprises Limited

Dated . 1 AUGUST 2014

NOTES

1. To signify your agreement to the Resolution you should sign and date this document where indicated above and return it to the Company by attaching a scanned copy of the signed document to an e-mail and sending it to Mahesh shah@espn.com
2. Once you have signified your agreement to the Resolution, you may not revoke your agreement
3. Unless, within 28 days from the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse
4. A copy of this document was sent to the Company's auditors, PricewaterhouseCoopers LLP, on the Circulation Date