

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 an ordinary resolution (the "**Resolution**")

ORDINARY RESOLUTION

THAT, in addition to the authority conferred by the articles of association of the Company, the directors be and are generally and unconditionally authorised for the purpose of s551 Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company up to an aggregate nominal amount of £50,000,000 for a period expiring 5 years from the date of this resolution save that the Company may before the expiry of this authority make an offer or agreement which would or might require shares to be allotted after such expiry and the directors may allot shares in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired

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 18 July 2014, HEREBY IRREVOCABLY AGREE to the Resolution



duly authorised signatory
for and on behalf of
Hammersmith Enterprises Limited

Dated: 18 .. July..... 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 of 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