

Walt Disney International Limited
Company no. 2724503
(the "Company")

SOLE MEMBER'S WRITTEN RESOLUTIONS

4 March 2015 (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 and special resolutions (the "Resolutions")

ORDINARY RESOLUTIONS

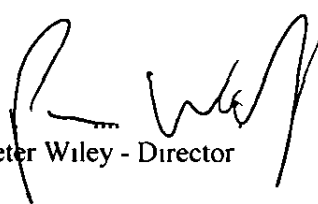
- 1 THAT Benjamin John Wiles and Paul David Williams of Duff & Phelps Ltd , The Shard, 32 London Bridge Street, London, SE1 9SG, be and are hereby appointed Joint Liquidators of the Company (the "Joint Liquidators")
- 2 THAT the remuneration of Duff & Phelps be fixed at £3,000 plus VAT for assisting with placing the Company into Liquidation
- 3 THAT the remuneration of the Joint Liquidators be on a time costs basis, capped at an amount of £3,000 plus disbursements and VAT
- 4 THAT all time incurred by the Joint Liquidators over the agreed fee above, specifically relating to unforeseen matters not identified at the date of the Joint Liquidators' appointment, be fixed by reference to the time properly given by the Joint Liquidators and their staff in attending to these matters arising in the winding up Any such fees are to be agreed with the member before being drawn

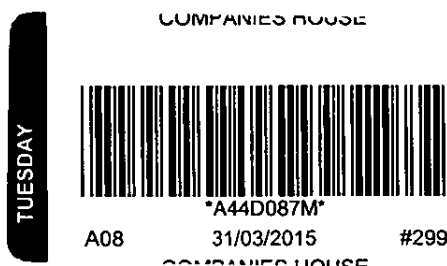
SPECIAL RESOLUTIONS

- 1 THAT that the Company be wound up voluntarily
- 2 THAT the Joint Liquidators be and are hereby authorised to distribute to the member in specie or in kind the whole or any part of the assets of the Company
- 3 THAT the Joint Liquidators be and are hereby authorised under the provisions of Section 165(2)(a) of the Insolvency Act 1986 to exercise the powers laid down in Part 1 of Schedule 4 of the said Act

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

BY ORDER OF THE BOARD


Peter Wiley - Director



AGREEMENT

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



Nigel Cook

duly authorised signatory
for and on behalf of
Hammersmith Enterprises Limited

Dated 26 March 2015

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 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 Resolutions, you may not revoke your agreement
- 3 Unless, within 28 days from the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse
- 4 A copy of this document was sent to the Company's auditors, PricewaterhouseCoopers LLP, the Circulation Date