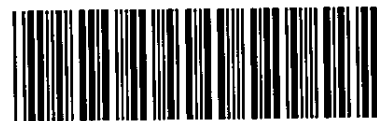


Company No 2786185

FREMANTLE MEDIA OVERSEAS LIMITED
(the "Company")

Written Resolutions

WEDNESDAY



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LD4

19/11/2008

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COMPANIES HOUSE

Circulation date. 14 November 2008

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 a special resolution (the "**Special Resolution**") and an ordinary resolution (the "**Ordinary Resolution**"), respectively

SPECIAL RESOLUTION

THAT the directors of the Company having on 14 November 2008 made a solvency statement in accordance with section 643 of the Companies Act 2006, the Company's share capital shall be reduced from £8 to £1 by cancelling 7 of its issued Ordinary Shares and reducing its share premium account from £80,105,904.96 to £nil, and upon such reductions taking effect, the memorandum of association of the Company be amended accordingly

ORDINARY RESOLUTION

THAT for the purposes of section 175 of the Companies Act 2006, any conflict of interest or potential conflict of interest arising from the fact that Sarah Tingay, being a director of the Company, is also a director of FremantleMedia Group Limited be and is hereby approved

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolution on 14 November 2008, hereby irrevocably agrees to the Special Resolution and the Ordinary Resolution

Signed by FremantleMedia Group Limited

Date

14 November 2008

NOTES:

- 1 If you agree with the Resolutions please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by post.**
- 2 If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.**
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.**
- 4 Unless, by midnight on 14 November 2008 plus 28 days, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before this time.**

The above Special Resolution and Ordinary Resolution were passed as Written Resolutions pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 14 November 2008, the signatory being duly authorised to sign the Written Resolutions on behalf of the sole member of the Company



Director