

Company No 02989602

SATURDAY



A46 04/08/2007 157
COMPANIES HOUSE

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS of CONTENDER
LIMITED (the "**Company**")

Passed on 4 July 2007

At an Extraordinary General Meeting of the Company duly convened and held at held at 11 Pilgrim Street, London EC4V 6RW on 4 July 2007 at 742 m the following resolutions were duly passed as special resolutions

- 1 THAT the giving by the Company of financial assistance for the purpose of the proposed acquisition of the entire issued share capital of the Company by Entertainment One Ltd, taking the form described in the Statutory Declaration of 4 July 2007 and made by all the Company's directors on Companies Form 155(6)(a) (a copy of which together with the report by the Company's auditors is tabled at this meeting), be and it is hereby approved
- 2 THAT the giving by certain of the Company's wholly-owned subsidiaries, namely Contender Entertainment Limited, Rubber Duck Entertainment Limited, Film Resources Limited, Medusa Communications and Marketing Limited and Contender Online Limited, of financial assistance for the purpose of the proposed acquisition of the entire issued share capital of the Company by Entertainment One Ltd, taking the form described in the Statutory Declarations of 4 July 2007 and made by all the Company's directors on Companies Forms 155(6)(b) (copies of which together with the report by the Company's auditors is tabled at this meeting), be and it is hereby approved
- 3 THAT the Articles of Association of the Company be and are hereby amended by the addition of the following as a new Article

""Notwithstanding anything contained in these Articles, the Directors shall not decline to register any transfer of shares, whether or not fully paid, nor may they suspend registration thereof where such transfer

- (a) is to any bank or institution to which such shares have been charged by way of security or to any nominee of such a bank or institution (a "**Secured Institution**"), or

- (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or
- (c) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security

Furthermore, notwithstanding anything to the contrary contained in these Articles

- (a) no transferor or proposed transferor of any shares in the Company to a Secured Institution and no Secured Institution shall as transferor or proposed transferor be required to offer to the shareholders for the time being of the Company or any of them the shares which are or are to be transferred,
- (b) no shareholder for the time being of the Company shall have any right under the Articles or otherwise howsoever to require shares which are the subject of a transfer or proposed transfer referred to in (a) above to be transferred to them whether for consideration or not, and

Regulation 24 of Table A shall be modified accordingly "

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke, positioned above the word 'Director'.

Director