

WRITTEN RESOLUTION OF ENTERTAINMENT ONE UK LIMITED

Registered in England and Wales with number 02989602 (the "Company")

Record of a written resolution agreed to in accordance with Chapter 2, Part 13 of the Companies Act 2006 which has effect as if passed by the Company in a General Meeting

It is recorded that

- 1 The written resolutions (the "**Resolutions**"), a copy of which are attached, were passed as special resolutions by or on behalf of the members of the Company who, at the date of the circulation of the Resolutions, were entitled to attend and vote at a general meeting of the Company
- 2 The resolution was signed by or on behalf of the last member on 25 November 2015



Director/ Secretary

MONDAY



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07/12/2015

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COMPANIES HOUSE

SPECIAL RESOLUTIONS

- 1 That the Documents and all other documents or agreements which in the discretion of the Company are or may be necessary or expedient in connection with the entry into the Documents are hereby approved
- 2 That the execution by the Company of the Documents (to the extent applicable) be and is hereby approved or, as applicable, ratified
- 3 That the terms of the transactions contemplated by and the execution, delivery and performance or adoption by the Company, as appropriate of the Documents are hereby approved
- 4 That having considered the terms of the Documents, it was concluded that the entry into the Documents by the Company is in the best interests of the Company's business and the entry into by the Company of the proposed transactions substantially set out in the Documents is to the commercial benefit and advantage of the Company
- 5 That a director of the Company may have an interest by virtue of being a director or other officer of, or employed by, or otherwise interested (including by the holding of shares) in any Relevant Company, and no authorisation by the board of directors of the Company shall be required in respect of any such interest

For the purposes of this resolution, "**Relevant Company**" shall mean

- (a) the Company,
- (b) any subsidiary undertaking of the Company,
- (c) any parent undertaking of the Company or a subsidiary undertaking of any such parent undertaking,
- (d) any body corporate promoted by the Company, or
- (e) any body corporate in which the Company is otherwise directly or indirectly interests,

and "**subsidiary undertaking**" and "**parent undertaking**" shall be construed in accordance with sections 1161 and 1162 of the Companies Act 2006

- 6 The directors of the Company be and hereby are authorized to take all and any steps and actions and to execute and deliver on behalf of the Company such documents, deeds, agreements, consents or letters as are necessary or desirable in connection with the Documents (as defined above) and/or any other matters contemplated by the Documents
- 7 The directors of the Company are hereby empowered, authorized and directed to execute the Documents and to take any action they consider necessary or advisable in connection with the Documents, including for the avoidance of doubt, agreeing, amending, executing or delivering any ancillary documents as may be required
- 8 Any steps and actions already taken or to be taken by any of the directors and officers be and hereby are ratified to the fullest extent permitted by law