

Private & Confidential

No. 3036727

THE COMPANIES ACT 1986
COMPANY LIMITED BY SHARES

RESOLUTION

of

SABAN ENTERTAINMENT (UK) LIMITED

Passed 13 November 1999

At an Extraordinary General Meeting of the above-named Company, duly convened and held on 13 November 1999, the following Resolution was duly passed as an Ordinary Resolution

ORDINARY RESOLUTION

THAT:

- (a) the authorised share capital of the Company be increased from £100 to £102 by the creation of 2 additional ordinary shares of £1 each;
- (b) the Directors be and they are hereby generally and unconditionally authorised in accordance with section 80 of the Companies Act 1986 ("the Act") to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £10 for a period of 5 years from the date of the passing of this Resolution but so that this authority shall allow the Company to make offers or agreements before the expiry of this authority which would or might require relevant securities to be allotted after such expiry;
- (c) all previous authorities given by the Company in General Meeting pursuant to section 80 of the Act be and they are hereby revoked Provided that such revocation shall not have retrospective effect; and
- (d) words and expressions defined in or for the purposes of Part IV of the Act shall bear the same meanings in this Resolution.


Chairman