

Company No: 3121578

The Companies Acts 1985 and 2006
PUBLIC COMPANY LIMITED BY SHARES
Resolutions of SCi Entertainment Group Plc
(passed on 19 May 2008)

WEDNESDAY



At the Extraordinary General Meeting of SCi Entertainment Group Plc duly convened and held on 19 May 2008 the following resolutions were duly passed

SPECIAL RESOLUTION

- 1 That
- (a) the issue of ordinary shares of 5p each ("New Shares") pursuant to the Placing and Open Offer, as defined in the document containing the notice of this meeting, at a subscription price of 35p each (representing a 37.5 per cent discount to the closing middle market price for an ordinary share for the business day immediately preceding the date of the notice of this meeting) be approved,
 - (b) the Company's authorised share capital be increased from £6,000,000 to £20,000,000 by the creation of 280,000,000 new ordinary shares of 5p each,
 - (c) the directors be authorised pursuant to section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities, as defined in that section, up to an aggregate nominal amount of £8,600,000, and so that (i) this authority is limited to the allotment of New Shares pursuant to the Placing and Open Offer, (ii) this authority shall expire on 30 June 2008, and (iii) before such expiry the Company may make any offer or agreement which would or might require relevant securities to be allotted after such expiry and, notwithstanding such expiry, the directors may allot relevant securities in pursuance of any such offer or agreement, and so that this authority shall be in addition and without prejudice to any other authorities vested in the directors to exercise the powers of the Company to allot relevant securities,
 - (d) the directors be empowered pursuant to section 95 of the Companies Act 1985 to allot equity securities, as defined in section 94 of that Act, pursuant to the authority conferred under paragraph (c) of this resolution as if section 89(1) of that Act did not apply to any such allotment, provided that this power shall expire at such time as such authority expires save that, before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry and, notwithstanding such expiry, the directors may allot equity securities in pursuance of any such offer or agreement

ORDINARY RESOLUTION

- 2 That, subject to the passing of resolution 1 in the notice of this meeting and to the admission of New Shares to the UK Official List and to trading on the London Stock Exchange's main market becoming effective by 30 June 2008, the directors are generally and unconditionally

authorised pursuant to section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities, as defined in that section, up to an aggregate nominal amount of £2,861,000, and so that (i) this authority shall expire on the earlier of the first anniversary of the date of this resolution and the date on which the authority conferred on the directors to allot relevant securities on 20 February 2008 expires, and (ii) before such expiry the Company may make any offer or agreement which would or might require relevant securities to be allotted after such expiry and, notwithstanding such expiry, the directors may allot relevant securities in pursuance of any such offer or agreement, and so that this authority shall be in addition and without prejudice to any other authorities vested in the directors to exercise the powers of the Company to allot relevant securities

SPECIAL RESOLUTION

- 3 That the directors be empowered pursuant to section 95 of the Companies Act 1985 to allot equity securities, as defined in section 94 of that Act, pursuant to the authority conferred on them by resolution 2 in the notice of this meeting as if section 89(1) of that Act did not apply to any such allotment, provided that this power is limited to
- (a) the allotment of equity securities in connection with any rights issue, open offer or other pre-emptive offer, open for acceptance for a period determined by the directors, to the holders of ordinary shares on the register on any fixed record date in proportion to their holdings of ordinary shares (and, if applicable, to the holders of any other class of equity security in accordance with the rights attached to such class), subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to (i) fractions of such securities, (ii) the issue, transfer and/or holding of any securities in certificated form or in uncertificated form, (iii) the use of one or more currencies for making payments in respect of such an offer, (iv) any such shares or other securities being represented by depositary receipts, or (v) any legal or practical problems arising under the laws of, or the requirements of any regulatory body or any stock exchange in, any territory, and
 - (b) the allotment of equity securities (other than pursuant to paragraph (a) above) up to an aggregate nominal amount of £430,000, and shall expire at such time as the authority conferred on the directors by resolution 2 in the notice of this meeting expires save that, before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry and, notwithstanding such expiry, the directors may allot equity securities in pursuance of any such offer or agreement

SPECIAL RESOLUTION

- 4 That the Company's articles of association be amended by the inclusion of the following new Article 159

"159 Directors' power to authorise certain conflicts of interest

- (A) At any time the Directors may authorise any situation or matter relating to a particular Director to which section 175 of the Companies Act 2006 applies (each a "Conflict Matter"), subject to that section, on such terms (if any) as they think fit. The Directors may terminate or withdraw any such authorisation (a "Conflict Authorisation") at any time by giving notice to the Director concerned

- (B) Any terms to which a Conflict Authorisation is made subject ("Conflict Authorisation Terms") may include (without limitation to the previous paragraph), in each case at the Directors' discretion, that the Director concerned
- (i) is not obliged to disclose to the Company confidential information obtained by him (other than in his capacity as its director or as its employee or agent or, if the Directors so decide, in any capacity that would otherwise oblige him to disclose it to the Company) in any situation to which the Conflict Authorisation applies, nor to use any such information directly or indirectly for the benefit of the Company, where to do so would amount to a breach of a duty of confidence, previously disclosed to the Directors by the Director concerned, to any third party, and
 - (ii) may absent himself from any Board discussions, and be excused from reading any Board papers, relating to the Conflict Matter concerned, and the Company will not treat anything done, or omitted to be done, by the Director concerned in accordance with the Conflict Authorisation Terms as a breach of duty under the following sections of the Companies Act 2006 - section 172 (duty to promote the success of the Company), section 173 (duty to exercise independent judgement) and section 174 (duty to exercise reasonable care, skill and diligence) The Company will not treat the receipt by the Director concerned of any benefit that he is permitted to receive by the Conflict Authorisation Terms as a breach of duty under section 176 of that Act (duty not to accept benefits from third parties) The Director concerned shall comply with all Conflict Authorisation Terms
- (C) Any Conflict Authorisation given by the Directors prior to the time at which section 175 of the Companies Act 2006 comes into force shall be deemed given, for the purposes of these Articles, at such time "

ORDINARY RESOLUTION

- 5 That (i) the proposed subscription of up to 42,857,140 New Shares by the Thorson Prime Broker, under the Placing and (ii) the Thorson Relationship Agreement, as defined in the document containing the notice of this meeting, be approved

ORDINARY RESOLUTION

- 6 That (i) the proposed subscription of up to 42,857,140 New Shares by Time Warner Entertainment Limited under the Placing, (ii) the WB Distribution Agreement, as defined in the document containing the notice of this meeting, and (iii) the WB Amendment Agreement, as defined in the document containing the notice of this meeting, be approved

ORDINARY RESOLUTION

- 7 That the rules of the SCI Share Plan 2008 (the "Share Plan 2008"), in the form produced to the meeting and signed by the Chairman of the meeting for the purposes of identification, be approved and adopted and the directors be authorised to
- (a) do all such other acts and things necessary or expedient for the purposes of implementing and giving effect to the Share Plan 2008, and
 - (b) establish further plans based on the Share Plan 2008 but modified to take account of local tax, exchange control or securities law in jurisdictions outside the UK, provided

that any ordinary shares made available under such further plans are treated as counting against the limits and overall participation in the Share Plan 2008

ORDINARY RESOLUTION

- 8 That the rules of the SCi Approved Share Option Plan 2008 (the "Approved Share Option Plan 2008"), in the form produced to the meeting and signed by the Chairman of the meeting for the purposes of identification, be approved and adopted and the directors be authorised to
- (a) do all such other acts and things necessary or expedient for the purposes of implementing and giving effect to the Approved Share Option Plan 2008, including making any changes to the rules of the Approved Share Option Plan 2008 in order to obtain HM Revenue & Customs approval, and
 - (b) establish further plans based on the Approved Share Option Plan 2008 but modified to take account of local tax, exchange control or securities law in jurisdictions outside the UK, provided that any ordinary shares made available under such further plans are treated as counting against the limits and overall participation in the Approved Share Option Plan 2008

ORDINARY RESOLUTION

- 9 That the rules of the SCi Unapproved Share Option Plan 2008 (the "Unapproved Share Option Plan 2008"), in the form produced to the meeting and signed by the Chairman of the meeting for the purposes of identification, be approved and adopted and the directors be authorised to
- (a) do all such other acts and things necessary or expedient for the purposes of implementing and giving effect to the Unapproved Share Option Plan 2008, and
 - (b) establish further plans based on the Unapproved Share Option Plan 2008 but modified to take account of local tax, exchange control or securities law in jurisdictions outside the UK, provided that any ordinary shares made available under such further plans are treated as counting against the limits and overall participation in the Unapproved Share Option Plan 2008



Tim Ryan