

Company No. 3203247

THE COMPANIES ACT 1985 TO 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of



CHRYSALIS TV & FILM (OVERSEAS) LIMITED  
(the "Company")

WE, being all the members of the Company who at the date of these resolutions are entitled to attend and vote at a general meeting of the Company, RESOLVE in accordance with section 381A of the Companies Act 1985 ( as amended) as FOLLOWS:

WRITTEN RESOLUTION

THAT

1. pursuant to section 9 of the Companies Act 1985, the Articles of Association of the Company be amended by the adoption of the following article as article 14 of the Company's Articles of Association.

"14 Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:-

1. is to any bank, institution or other person to which such shares have been charged by way of security, or to any third party nominated by such a bank, institution or other person (or person acting as agent or security trustee for such person) (a "Secured Institution"); or
2. is delivered to the Company for registration by a Secured Institution or such third party in order to perfect its security over the shares; or
3. is executed by a Secured Institution or such third party pursuant to a power of sale or other power existing under such security, where a certificate by any official of such Secured Institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts,

and the directors shall forthwith register any such shares upon receipt."

4. terms defined in the Facilities Agreement shall have the same meaning when used herein, unless otherwise defined.

  
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Chrysalis Holdings Limited

Dated: ~~26~~ <sup>26</sup> August 2003