

No. 3264005

**THE COMPANIES ACT 1985****WRITTEN RESOLUTION**

of

**RIDGEWAY FILMS LIMITED**

We, the undersigned, being the members of the above-named Company ("the Company") for the time being entitled to attend and vote at general meetings of the Company resolve in accordance with section 381A of the Companies Act 1985:-

**Ordinary Resolution**

1. **THAT** for the purposes of section 80 of the Companies Act 1985 (and so that expressions used in this resolution shall bear the same meanings as in the said section 80):

- (i) the Directors shall be and are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities up to a maximum nominal amount of £8,000 to such persons and at such times and on such terms as they think proper during the period expiring at the end of five years from the date of the passing of this resolution;
- (ii) the Company be and is authorised to make prior to the expiry of such period any offer or agreement which would or might require relevant securities to be allotted after the expiry of the said period and the Directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution;

so that all previous authorities of the Directors pursuant to the said section 80 be and they are hereby revoked.

**Special Resolution**

2. **THAT**, up to 8,000 ordinary shares in the capital of the Company be offered to and allotted to The Trustees of Mrs S. Janmohamed's Children's Settlement as the Directors of the Company think fit notwithstanding that the procedure set out in Article 7 of the Articles of Association of the Company is not followed for such allotment.

Date: 26 May 1998

  
F. Janmohamed  
F. Janmohamed  
as Executor of S. Janmohamed's Estate