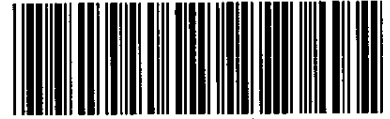


TUESDAY



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12/11/2019

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COMPANIES HOUSE

Company No. 03458440

Written Resolution of PARAMOUNT PICTURES INTERNATIONAL LIMITED (the "Company")

Circulation Date: *11 November* 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, it is proposed that the following special resolution (the "Resolution") be passed:

Special Resolution

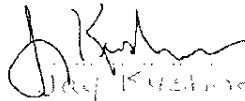
THAT the amount standing to the credit of the share premium account of the Company be reduced from GBP551,610,075 (such amount being the equivalent of USD706,391,862 at an exchange rate of GBP1 to USD1.2806 as at the date of the capital reduction) to GBP78,088,396.10 (such amount being the equivalent of USD100,000,000 at an exchange rate of GBP1 to USD1.2806 as at the date of the capital reduction).

Please read the Notes below before signifying your agreement to the Resolution.

The undersigned, being an "eligible member" (as defined in Section 289 of the Companies Act 2006) and entitled to vote on the Resolution on the circulation date specified above, and having received a copy of the solvency statement made by the directors of the Company in connection with the reduction of capital referred to in the Resolution, irrevocably agrees to the Resolution.

Full name of member (print): Viacom Alto Overseas C.V.

Signature:



Day Krishna

General Manager

General Manager

For and on behalf of VMN Noord LLC acting in its capacity as general partner for and on behalf of Viacom Alto Overseas C.V.

Dated: 10 November 2019

NOTES:

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

By hand: delivering the signed copy to Fieldfisher Secretaries LLP at Riverbank House, 2 Swan Lane, London EC4R 3TT.

Post: returning the signed copy by post to Fieldfisher Secretaries LLP at Riverbank House, 2 Swan Lane, London EC4R 3TT.

2. If you do not agree to the Resolution, you do not need to do anything and you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless sufficient agreement has been received for the Resolution to be passed within 28 days beginning with the circulation date, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches the Company before or during this date.
5. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.