

**Company No. 3636970**

**THE COMPANIES ACT 1985**

**COMPANY LIMITED BY SHARES**

**ARTLINE PRODUCTIONS LIMITED**

("the Company")

**MEMBERS' WRITTEN RESOLUTIONS**

We the undersigned, being all the members of the Company having the right to attend and vote at general meetings of the Company, hereby consent in writing to the passing of the resolutions set out below, to the effect that each such resolution shall be deemed to be as effective as if it had been passed at a general meeting of the Company duly convened and held:-

**TO TAKE EFFECT AS ORDINARY RESOLUTIONS**

1. THAT the Share Capital of the Company be increased from £1,000,000 divided into 250,000 Ordinary shares of £1 each, 250,000 "A" Preference Shares of £1 each and 500,000 "B" Preference Shares of £1 each to £1,750,000 divided into 1,000,000 Ordinary Shares of £1 each 250,000 "A" Preference Shares of £1 each and 500,000 "B" Preference shares of £1 each by the creation of 750,000 new Ordinary Shares of £1 each to rank pari passu with and having the same rights and subject to the same restrictions as the existing issued Ordinary Shares of the Company.
2. THAT Pursuant to Section 80 of the Companies Act 1985 and Article 9 of the New Articles the Directors are generally and unconditionally authorised to allot relevant securities (within the meaning of the said Section 80) up to a maximum aggregate nominal amount equal to the authorised but unissued share capital of the Company as augmented by Resolution 1 above provided that:-
  - 2.1 the authority hereby conferred shall expire on the fifth anniversary of the date when this Resolution was passed; and
  - 2.2 pursuant to such authority, the Directors may make an offer or an agreement before the expiry of the period referred to in paragraph 2.1 above which would or might require relevant securities to be allotted after such expiry and



the Directors may allot relevant securities pursuant to any such offer or agreement as if the authority hereby conferred had not expired.

**TO TAKE EFFECT AS SPECIAL RESOLUTIONS**

3. THAT:-

- 3.1 the Directors shall have a general power, pursuant to and during the period of the authority contained in Resolution 2 above, to allot equity securities wholly for cash or its equivalent at not less than par and in accordance with the New Articles as if Section 89(1) of the Companies Act 1985 did not apply to any such allotment; and
- 3.2 by such authority and power, the Directors may during such period make an offer or an agreement before the expiry of such period which would or might require relevant securities to be allotted after such expiry.

Signed:

Dated: .....2/10/98.....

.....  
T R Coates



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D W Morgan

