

Registered No: 03998831

SHAZAM ENTERTAINMENT LIMITED
(the "Company")

WRITTEN RESOLUTIONS

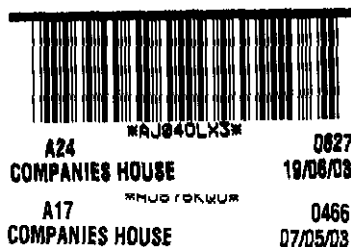
In accordance with section 381A of the Companies Act 1985, WE, being all the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, AGREE that the following resolutions shall have effect as if passed by the Company in a general meeting and accordingly we make the following resolutions.

Background

1. The Company proposes to enter into a facility letter with each of IDG Ventures Europe LP ("IDG") and Lynx New Media Ventures GP A Limited ("Lynx") (the "Facility Letters"), a debenture with each of IDG and Lynx and a deed of sharing with IDG and Lynx.
2. The Facility Letters each contain certain rights enabling Lynx and IDG to convert, in certain circumstances, amounts outstanding under the relevant Facility (as defined in each Facility Letter) into preferred ordinary B shares of £0.01 each in the capital of the Company. Each shareholder has had the opportunity to discuss and review the proposed arrangements.
3. As part of the conditions precedent to drawdown under each Facility, the Company must increase the capital of the Company and create the new class of preferred ordinary B shares and obtain from the shareholders of the Company a waiver of rights of pre-emption in order to facilitate such conversion.
4. The following resolution constitutes a single special resolution.

IT WAS RESOLVED THAT :

- (a) The directors are authorised to enter into the Facility Letters and all related documentation on behalf of the Company;
- (b) The Articles are amended by the following:
 - (i) by adding the following definition in article 1.1 immediately after the definition of the term "Preferred Ordinary Shares" and before the definition of the term "Preferred Recipient":



Preferred Ordinary B Shares

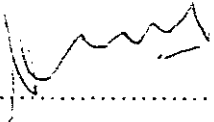
the shares designated as
'Preferred Ordinary B Shares' in
the capital of the Company;

- (ii) by adding the following article immediately numbered 2.7 after article 2.6 and before the heading to article 3:

"2.7 The Preferred Ordinary B Shares of \$0.01 each in the capital of the Company confer on their holders the same rights (but subject to the same restrictions) as the Preferred Ordinary Shares confer on their holders and all references in these articles to Preferred Ordinary Shares (other than the definition of Preferred Ordinary Shares) shall be deemed also to include references to Preferred Ordinary B Shares."

- (c) The authorised share capital of the Company is increased from £5,001,000 to £5,251,000 by the creation of 25,000,000 preferred ordinary B shares of £0.01 each in the capital of the Company having the rights as set out in the Articles of Association of the Company as amended by (paragraph (a) of this resolution) this resolution.
- (d) That the directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 ("the Act") to exercise any power of the Company to allot relevant securities (as defined in section 80(2) of the Act) of the Company up to a maximum nominal amount of £250,000.
- (e) Article 3.3 of the Articles be disapplied in respect of such number of shares as are issued by the Company to IDG and/or Lynx pursuant to the exercise by IDG and/or Lynx of their conversion rights contained in the conversion provisions contained in the Schedule to the relevant Facility Letter.

Executed on the 20th day of November 2002

Signature:.....

Print Name:.....*H. C. H. H. H. H.*