

45.

Company No. 03998831

THE COMPANIES ACT 1985 AND 1989

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COMPANY LIMITED BY SHARES

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**RESOLUTIONS**

**of**

**SHAZAM ENTERTAINMENT LIMITED**

(the "Company")

At an extraordinary class meeting of Preferred Ordinary 'B' Shareholders of the Company held at Charles House, 4<sup>th</sup> Floor, 375 Kensington High Street, London W14 8QH on 23<sup>rd</sup> September 2003 at 10:45a.m. the following resolutions were passed as special resolutions:

**EXTRAORDINARY RESOLUTION**

**RESOLUTION**

THAT, subject to the Company in general meeting held on the same day as the meeting at which this resolution is proposed adopting new Articles of Association the rights attaching to each of the Preferred Ordinary 'B' shares under the current articles of association are subjugated and subrogated to the rights attaching to the Preferred Ordinary 'C' shares as set in those new Articles of Association.

  
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CHAIRMAN