

Company Number 4056282

The Companies Acts 1985 to 1989

Company Limited by Shares

Resolutions

of

WEDNESDAY



A07 *A071FLBT* 13/12/2006 127
COMPANIES HOUSE

Viacom Global Limited

Passed on 6 December 2006

We, the undersigned, being the sole member of the Company who, at the date of these resolutions would be entitled to attend and vote at general meetings of the Company, hereby pass the following resolutions in accordance with Section 381A of the Companies Act 1985 and we agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed by us at a general meeting of the Company duly convened and held:

Elective Resolutions

1. That pursuant to Section 252 of the Companies Act 1985, the Company hereby elects to dispense with the laying of accounts and reports before the Company in general meeting.
2. That pursuant to Section 366A of the Companies Act 1985, the Company hereby elects to dispense with the holding of annual general meetings.
3. That pursuant to Section 386 of the Companies Act 1985, the Company hereby elects to dispense with the obligation to appoint auditors annually.

Ordinary Resolution

4. That the Board of Directors be and is hereby authorised to agree the remuneration of the auditors if any as required from time to time until such time as the Elective Resolution to dispense with the annual appointment of auditors is revoked.

For and on behalf of
Viacom Global (Netherlands) B.V.