

Company No 4276617

The Companies Act 1985 - 2006

Public Company Limited by shares

Ordinary and Special Resolutions of

Seven Arts Pictures PLC

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COMPANIES HOUSE

At the Annual General Meeting of the above-named Company duly convened and held on the 17th day of December 2009 the following resolutions were passed as to the Resolutions numbered 1 to 4 as Ordinary Resolutions and as to the Resolutions numbered 5 and 6 as Special Resolutions:

Ordinary Resolutions

1. To re-appoint, as a director of the Company, Mr A Bryan, who retires in accordance with Article 88 of the Company's Articles of Association and offers himself for re-appointment.
2. To re-elect, as a director of the Company, Mr A L V Hickox, who retires in accordance with Article 82 of the Company's Articles of Association and offers himself for re-election.
3. To re-elect, as a director of the Company, Ms J F Verdin, who retires in accordance with Article 82 of the Company's Articles of Association and offers herself for re-election.
4. THAT the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 ("the Act"), in substitution for all previous powers granted to them, to exercise all the powers of the Company to allot and make offers to allot relevant securities (within the meaning of the Act) up to an aggregate nominal amount of £2,500,000 such authority shall, unless previously revoked or varied by the Company in general meeting, expire on the conclusion of the Annual General Meeting of the Company to be held in 2010 provided that the Company may, at any time before such expiry, make an offer or enter into an agreement 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 conferred hereby had not expired.

Special Resolutions

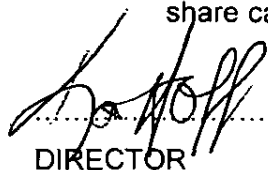
5. THAT the Directors be and they are hereby empowered pursuant to Section 570 of the Act to allot equity securities (as defined in Section 560 of the Act) pursuant to the authority conferred by Resolution 4 above as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:-

- (a) the allotment of equity securities in connection with an issue in favour of shareholders where the equity securities respectively attributable to the interests of all such shareholders are proportionate (or as nearly as may be practicable) to the respective number of Ordinary Shares in the capital of the Company held by them on the record date for such allotment, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of, any recognised regulatory body or any stock exchange, in any territory; and
- (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of further equity securities up to an aggregate nominal amount of £2,500,000;

provided that this power shall, unless previously revoked or varied by special resolution of the Company in general meeting, expire at the conclusion of the Annual General Meeting of the Company to be held in 2010. The Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors are hereby empowered to allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.

6. THAT the Memorandum and Articles of Association of the Company be amended by:

- (i) deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006 are to be treated as provisions of the Company's Articles of Association; and
- (ii) by deleting Article 4 of the Articles of Association which sets out the Company's share capital.


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DIRECTOR