

THE COMPANIES ACT 2006

WRITTEN RESOLUTIONS

of

SONIA FRIEDMAN PRODUCTIONS LIMITED

Circulation Date: 8th October 2010

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the above-named company (the "**Company**") propose that the following resolutions (the "**Resolutions**") are passed as in the case of resolution 1 as an ordinary resolution, and in the case of resolution 2 as a special resolution

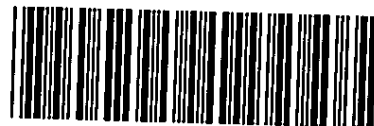
ORDINARY RESOLUTION

- 1 **THAT** the issued share capital of the Company be increased by the allotment and issue of 1 ordinary share of £1, such share having the rights and being subject to the conditions set out in the Articles of Association of the Company and **THAT** for the purposes of section 551 of the Companies Act 2006 (the "**Act**")
 - (a) the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot such share created pursuant to this Resolution up to a maximum nominal amount of £1 to such person and at such times and on such terms as they think proper during the period expiring at the end of five years from the date of the passing of this resolution, and
 - (b) so that all previous authorities of the Directors pursuant to the said section 551 be and are hereby revoked and to the extent that any restriction on the directors' authority to allot shall apply to the Company by virtue of the operation of paragraph 42(2)(a) of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, such restriction shall be and is hereby revoked in accordance with paragraph 42((2)(b) of that Order

SPECIAL RESOLUTION

2. **THAT** in accordance with section 571 of the Companies Act 2006 (the "**Act**") the Directors be and are hereby empowered to allot equity securities (as defined in sub-section (1) of section 560 of the Act) for cash pursuant to the authority conferred on them to allot relevant securities (as defined in section 551 of the Act) up to a maximum nominal value of £1 as if sub-section (1) of section 561 of the Act did not apply at any time or times

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We, the undersigned, being the person entitled to vote on the Resolutions on *8th October* 2010
hereby irrevocably agree to the Resolutions

Paul Kavanagh
.....

For and on behalf of:

The Ambassador Theatre Group Limited

Date: *8th October* 2010

NOTES

- 1 If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company Secretary in hard copy at the Company's registered office

If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement

- 3 Unless, by the date which is 28 days following the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date

No. 4302464

SONIA FRIEDMAN PRODUCTIONS LIMITED

Record of written resolutions agreed to in accordance with Chapter 2, Part 13 of the Companies Act 2006 which has effect as if passed by the Company in General Meeting

It is recorded that

1. The written resolutions (the "**resolutions**"), a copy of which is attached were passed in the case of resolution 1 as an ordinary resolution, and in the case of resolution 2 as a special resolution by or on behalf of the sole member of the Company who, at the date of the circulation of the resolutions, was entitled to attend and vote at a General Meeting of the Company
2. The resolutions were signed by or on behalf of the sole member on 8th October 2010
2010



Director

THE COMPANIES ACT 2006

WRITTEN RESOLUTIONS

of

SONIA FRIEDMAN PRODUCTIONS LIMITED

(Effective *8th October* 2010)

The following resolutions (the "**Resolutions**") were duly agreed to by the sole member of the above-named company (the "**Company**") who, at the date of the circulation of the Resolutions, was entitled to attend and vote at a General Meeting of the Company, in accordance with Chapter 2, Part 13 of the Companies Act 2006 (the "**Act**"), in the case of resolution 1, as an ordinary resolution, and in the case of resolution 2 as a special resolution, with effect from *8th October* 2010

ORDINARY RESOLUTION

- 1 **THAT** the issued share capital of the Company be increased by the allotment and issue of 1 ordinary share of £1, such share having the rights and being subject to the conditions set out in the Articles of Association of the Company and **THAT** for the purposes of section 551 of the Companies Act 2006 (the "**Act**")
 - (a) the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot such share created pursuant to this Resolution up to a maximum nominal amount of £1 to such person and at such times and on such terms as they think proper during the period expiring at the end of five years from the date of the passing of this resolution, and
 - (b) so that all previous authorities of the Directors pursuant to the said section 551 be and are hereby revoked and to the extent that any restriction on the directors' authority to allot shall apply to the Company by virtue of the operation of paragraph 42(2)(a) of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, such restriction shall be and is hereby revoked in accordance with paragraph 42((2)(b) of that Order

SPECIAL RESOLUTION

2. **THAT** in accordance with section 571 of the Companies Act 2006 (the "**Act**") the Directors be and are hereby empowered to allot equity securities (as defined in sub-section (1) of section 560 of the Act) for cash pursuant to the authority conferred on them to allot relevant

securities (as defined in section 551 of the Act) up to a maximum nominal value of £1 as if sub-section (1) of section 561 of the Act did not apply at any time or times

A handwritten signature in black ink, consisting of several loops and a final diagonal stroke.

Chairman