

No. 4392195

THE COMPANIES ACT 1985

---

COMPANY LIMITED BY SHARES

---

WRITTEN RESOLUTION

of

LOVEFILM INTERNATIONAL LIMITED

(Passed ..... 5<sup>th</sup> April ..... 2006)

---



In accordance with section 381A Companies Act 1985 the following Resolution was agreed to and was duly passed on ..... 5<sup>th</sup> April ..... 2006 as an Ordinary Resolution:

**ORDINARY RESOLUTION**

THAT:

- (a) the authorised share capital of the Company be increased from £1,163.86 to £6,063.86 by the creation of 4,900,000 additional ordinary shares of £0.001 each;
- (b) the Directors be and they are hereby generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £5,091.27, such authority to expire five years from the date of passing of this resolution, but so that this authority shall allow the Company to make offers or agreements before the expiry of this authority which would or might require relevant securities to be allotted after such expiry;
- (c) all previous authorities given by the Company in General Meeting pursuant to section 80 of the Act be and they are hereby revoked provided that such revocation shall not have retrospective effect; and
- (d) words and expressions defined in or for the purposes of Part IV of the Act shall bear the same meanings in this Resolution.

  
.....  
Director