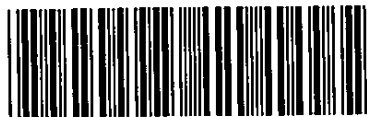


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COMPANIES HOUSE

PRINT OF RESOLUTIONS FOR FILING

LOVEFILM INTERNATIONAL LIMITED
(the "Company")

Company no. 04392195

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS TO WHICH CHAPTER 3 OF PART 3 OF THE COMPANIES ACT 2006 APPLIES

The following resolutions were passed in writing pursuant to Chapter 2 of Part 13 of the Companies Act 2006 as special resolutions on 2 June 2016

SPECIAL RESOLUTIONS

- 1 THAT the amount standing to the credit of the share premium account of the Company be reduced by £163,707,299 342 and the reserve arising from the reduction be treated not as realised profit for the purposes of Part 23 of the Companies Act 2006 but be applied to repay to the holder of the ordinary shares the sum of £163,707,299 342
- 2 THAT the share capital of the Company be reduced by cancelling (i) 89,012,201,732 fully paid ordinary shares of £0 001 each in the capital of the Company, (ii) 17,684 fully paid deferred shares of £0 001 each in the capital of the Company and (iii) 36,550 fully paid redeemable ordinary shares in the capital of the Company and that, of the reserve arising from the reduction, £89,012,255 976 be treated not as realised profit for the purposes of Part 23 of the Companies Act 2006 but be applied to repay to the holder of such shares the sum of £0 001 per ordinary share, the holder of such deferred shares the sum of £0 001 per deferred share, and the holder of such redeemable ordinary shares the sum of £0 001 per redeemable ordinary share

Date 2 June 2016

Robert Mackenzie
Director