

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

TV EYE LIMITED (the "Company")

**WRITTEN RESOLUTIONS OF THE SHAREHOLDERS
OF THE COMPANY**

01 October 2008

Pursuant to Article 55 of the Articles of Association of the Company the Directors of the Company propose that the following resolutions be passed in the case of resolutions 1 and 2, as ordinary resolutions, and in the case of resolution 3, by all the shareholders in the Company

ORDINARY RESOLUTIONS

- 1 That the authorised share capital of the Company be increased from £1,000 to £50,000 by the creation of 49,000 ordinary shares of £1 00 each
- 2 That
- 2 1 the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for the period of five years from the date of the passing of this resolution all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £50,000,
- 2 2 by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period, and

words and expressions defined in or for the purposes of Section 80 shall bear the same meanings in this Resolution

RESOLUTION BY UNANIMOUS CONSENT

- 3 That the terms of the loan facility letters proposed to be entered into between the Company and ITV Consumer Limited, Channel Four Television Corporation, Channel 5 Broadcasting Limited, GMTV Limited and ITV Broadcasting Limited be approved and the Directors of the Company be authorised to execute such letters on behalf of the Company pursuant to Clause 11 1 of the Joint Venture Agreement relating to the Company dated April 2003 between Carlton Television Limited, Channel Four Television Corporation, Channel 5 Broadcasting Limited, GMTV Limited, Granada Media Group Limited and the Company

Please read the notes at the end of this document before signing it



The undersigned, a person entitled to vote on the above resolutions on 01 October 2008, hereby irrevocably agrees to the resolutions indicated above

Signed 
For and on behalf of **ITV CONSUMER LIMITED**

Date 1/10/08

Signed 
For and on behalf of **CHANNEL FOUR TELEVISION CORPORATION**

Date 1/10/08

Signed 
For and on behalf of **CHANNEL 5 BROADCASTING LIMITED**

Date 1-10-08

Signed 
For and on behalf of **GMTV LIMITED**

Date 1st October 2008

Signed 
For and on behalf of **ITV BROADCASTING LIMITED**

Date 1/10/2008

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 using one of the following methods

- **By Hand** delivering the signed copy to TV EYE LIMITED, 8-10 NEW FETTER LANE, LONDON EC4A 1RS
- **By Post** returning the signed copy by post to TV EYE LIMITED, 8-10 NEW FETTER LANE, LONDON EC4A 1RS

If you do not agree with the resolutions you do not need to do anything. You will not be deemed to agree if you fail to reply.

- 4 Once you have indicated your agreement to a resolution, you may not revoke your agreement.
- 5 Where, by 29 October 2008, insufficient agreement has been received for a resolution to pass, such resolution will lapse. If you agree to all or any of the resolutions, please ensure that your agreement reaches us before or during this date.
- 6 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 7 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.