

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

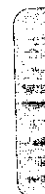
of

BROOMCO (3453) LIMITED

In accordance with section 381A of the Companies Act 1985, I, being the sole member of the Company who, at the date of these resolutions, is entitled to attend and vote at a general meeting of the Company, **hereby resolve** that the following resolutions take effect as resolutions of the Company:

ORDINARY RESOLUTIONS

- 4
1. the authorised share capital be increased from £1,000 to £2,000,000 by the creation of a further 1,999,000 ordinary shares of £1.00 each in the capital of the Company each having the rights as set out in the existing articles of association of the Company;
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2. pursuant to section 121 of the Companies Act 1985 ("Act"), and subject to the passing of the resolution authorising an increase in the share capital of the Company, each of the ordinary shares of £1.00 each in the capital of the Company (whether issued or unissued) be subdivided into one hundred ordinary shares of £0.01 each, all such ordinary shares to rank pari passu in all respects;
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3. the directors be granted general and unconditional authority to allot relevant securities within the meaning of Section 80 of the Act as from time to time in force up to the maximum amount hereinafter laid down for such persons, at such times and generally on such terms and conditions as the directors may determine but so that:
- 3.1 £601,749 may be allotted in connection with the acquisition of Intandem Films Limited;
- 3.2 £200,000 in connection with a proposed placing;



3.3 £5,000,000 in connection with the issue of warrants exercisable in respect of ordinary shares; and

3.4 otherwise up to an aggregate nominal amount of £267,250,

provided that subject to Section 80(6) of the Act, as from time to time in force, the authority hereby conferred shall expire on the date of the next annual general meeting of the Company or 15 months from the passing of this resolution, which ever is earlier, provided that the Company may at any time and from time to time prior to the expiry of the authority hereby conferred or any renewal thereof make any offer or agreement which would or might require relevant securities to be allotted after such expiry;

4. that for the purposes of section 320 of the Act, the Company approve the acquisition by the Company of the entire issued share capital of Intandem Films Limited from, amongst others, Gary Smith, William Hurman, Andrew Brown and John James in consideration for the allotment of 60,174,900 ordinary shares £0.01 each in aggregate in the capital of the Company and that the directors be authorised to complete such acquisition and execute all necessary documents in relation to it;

5. that the rules ("**Rules**") of the Intandem Films Enterprise Management Incentive Plan ("**Plan**") contained in the printed document attached to these written resolutions shall be and they are hereby approved, the Plan be and is hereby adopted and the directors of the Company be and are hereby authorised to immediately grant unapproved share options over 1,500,000 ordinary shares to Gary Smith and do all acts and things which they may consider necessary or expedient to give effect to the Plan (including, but not limited to, making any amendments to the Rules and granting further options under the Plan);

#### SPECIAL RESOLUTIONS

6. the directors be authorised to allot equity securities (as defined in section 94 (2) of the Act) of the Company for cash pursuant to the authority conferred by resolution 3 as if section 89(1) of the Act did not apply provided that this power shall be limited to:

6.1 the allotment of 60,174,900 ordinary shares of 1 pence each in connection with the acquisition of Intandem Films Limited referred to at resolution 4 above;

6.2 the allotment of up to 20,000,000 ordinary shares of 1 pence each in connection with a proposed placing by the Company;

- 6.3 the allotment of share warrants exercisable in respect of up to 5,000,000 ordinary shares of 1 pence each in accordance with the articles of association;
- 6.4 the allotment of equity securities in connection with an offer by way of rights in favour of the holders of equity securities in proportion (as nearly as may be possible) to the respective number of ordinary shares held by them, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems in respect of overseas holders or otherwise;
- 6.5 the allotment (otherwise than pursuant to sub paragraphs 6.1 to 6.4 above) of equity securities up to an aggregate nominal amount of £200,000; and

shall expire on the date of the annual general meeting of the Company or 15 months from the date of passing this resolution, which ever is earlier, unless renewed or extended prior to such meeting except that the Company may before the expiry of the authority hereby conferred or renewal thereof, make any offer or agreement which would or might require equity securities to be allotted after such expiry; and

7. the name of the Company be changed to Intandem Films Limited.



GARY SMITH

7 October 2004

DATE