

The Companies Acts 1985 to 2006

## CREATIVE ENTERTAINMENT GROUP PLC

At an Annual General Meeting of the Creative Entertainment Group Plc, duly convened and held at 19 South Audley Street London W1K 2NU on 5<sup>th</sup> March 2009 at 10.am the members entitled to attend and vote passed the following Resolutions.

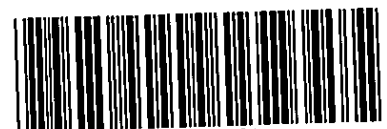
### Ordinary Resolution

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1. That in substitution for all existing authorities for the allotment of the un-issued shares in the capital of the Company by the Directors, which are hereby revoked but without prejudice to any allotment, offer or agreement already made pursuant to that authority previously granted to the Directors and the Directors of the Company be and are hereby generally and unconditionally granted the authority pursuant to Section 80 of the Companies Act 1985 ("the Act) to exercise all powers of the Company to allot relevant securities (as defined by Section 80(2) of the Act) as follows:
  - 1.1 Up to a maximum nominal amount of £1,195,433 (allotted in pursuance of the exercise of warrants and options granted by the Company on or before the date hereof but for no other purpose).
  - 1.2 Up to a maximum nominal amount of £394,670 (allotted in pursuance of the exercise of warrants and options granted by the Company after the date hereof but for no other purpose).
  - 1.3 Up to a maximum nominal amount of £2,500,000 (allotted in connection with an issue of shares in respect of fundraisings after the date hereof but for no other purpose).
  - 1.4 Up to an aggregate nominal amount of £1,027,825 in addition to the authorities conferred in sub-paragraphs 1.1, 1.2, and 1.3 above) representing approximately 20 per cent of the authorised but unissued share capital of the Company.

Provided that these authorities, unless are duly renewed, varied or revoked by the Company in general meeting, shall expire 15 months after the date of passing of this resolution or at the conclusion of the next annual general meeting of the Company following the passing of this resolution, whichever is the earlier event, provided that the Company may before such expiry, variation or revocation make an offer or agreement which would or might require such relevant securities to be allotted after such expiry, variation or revocation and the Directors of the Company may allot relevant securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired or been varied or revoked by the Company.

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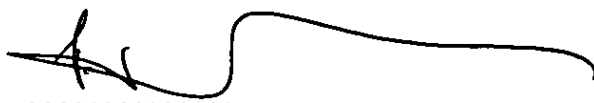
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**Special Resolution**

2. That the Directors are hereby empowered pursuant to Section 95 of the Act to allot or make offers or agreements to allot equity securities (as defined by Section 94(2) of the Act) and pursuant to the authority conferred in the previous resolution as if Section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:
- 2.1 The allotment of the equity securities in connection with any invitation made to the holders of the issued ordinary shares to subscribe by way of rights in the same proportions (as nearly as may be) to their respective holdings but subject to such exclusions or other arrangements as the Directors consider necessary or expedient in connection with ordinary shares representing fractional entitlement or on account of either legal or practical problems arising in connection with the laws of any territory or of the requirements of any regulatory body or stock exchange in any territory.
  - 2.2 The allotment (otherwise than pursuant to sub-paragraph 2.1 above) of equity securities pursuant to any outstanding warrant and options granted by the Company prior to the date of this resolution.
  - 2.3 The allotment (otherwise than pursuant to sub-paragraph 2.1 and 2.2 above) of equity securities pursuant to any outstanding warrant and options granted by the Company after the date of this resolution.
  - 2.4 The allotment (otherwise than pursuant to sub-paragraph 2.1, 2.2 and 2.3 above) of equity securities pursuant to fundraisings by the Company after the date of this resolution.
  - 2.5 The allotment (otherwise than pursuant to sub-paragraph 2.1, 2.2, 2.3 and 2.4 above) of equity securities up to an aggregate nominal amount of £1,027,825 representing approximately 20 per cent of the authorised but unissued share capital of the Company.

Provided that these authorities, unless they are duly renewed, varied or revoked by the Company in general meeting, shall expire 15 months after the date of passing of this resolution or at the conclusion of the next annual general meeting of the Company following the passing of this resolution, whichever is the earlier event, provided that the Company may before such expiry, variation or revocation make an offer or agreement which would or might require such relevant securities to be allotted after such expiry, variation or revocation and the Directors of the Company may allot relevant securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired or been varied or revoked by the Company.

  
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Chairman

2 July 2009  
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Date