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**Company Number: SC203362**

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTION

of

SCOTTS PRIVATE CLIENT SERVICES LIMITED

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The following Resolution was passed as a Special Resolution by the members of the Company pursuant to Section 381A of the Companies Act 1985 on *27<sup>th</sup> August* 2002.

AS A SPECIAL RESOLUTION

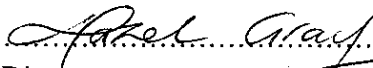
“That the Company’s Articles of Association be amended with immediate effect as follows:-

- (1) The words ‘(but subject to the provisions of Article 28 below)’ shall be inserted into Article 7(a) after the words ‘Notwithstanding the succeeding provisions of this article 7,’; and
- (2) The following new Article shall be inserted as Article 28:-

‘Notwithstanding any of the provisions of Article 7 above, the Directors of the Company may not refuse to register any transfer made pursuant to the Security Documents and the Directors of the Company shall be bound to approve any transfer effected pursuant to the Security Documents.



For the purposes of this Article 28, "Security Documents" shall mean those documents entered into in connection with, and defined in, the funding agreement dated on or about 23 August 2002 and made between Scotts Film Management Limited and the Governor and Company of the Bank of Scotland."

  
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Director