

Company Number: 530051

**Certified to be a True Copy
of the Original**
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The Walt Disney Company Limited

(the "Company")

MEMBERS' WRITTEN RESOLUTION

Date: 11 August 2009 (the "Circulation Date")

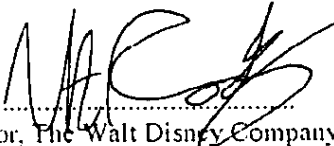
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as ordinary resolutions (the "Resolutions"):

ORDINARY RESOLUTION

- (a) IT IS RESOLVED THAT the authorised share capital of the Company be increased in accordance with the provisions of the Companies Act 1985 from £100 to £1100 by the creation of 1000 ordinary shares of £1.00 each ranking pari passu in all respects with the existing ordinary shares of £1.00 each in the capital of the Company.
- (b) IT IS RESOLVED THAT in substitution for all existing authorities the directors of the Company be and are hereby generally and unconditionally authorised pursuant to s. 80 Companies Act 1985 to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £1000, and that the authority of the directors hereunder shall expire five years from the date of passing this resolution, provided that the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry, and the directors of the Company may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

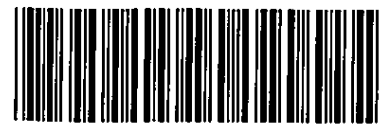
Please read the Notes at the end of this document before signifying your agreement to the Resolution below.

BY ORDER OF THE BOARD


.....
Director, The Walt Disney Company Limited

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THURSDAY



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COMPANIES HOUSE

AGREEMENT

I/WE THE UNDERSIGNED, being all of the members of the Company entitled to vote on the Resolution on the Circulation Date HEREBY IRREVOCABLY AGREE to the Resolution.



duly authorised signatory
for and on behalf of
Walt Disney International Limited

Dated: 11 August 2009

NOTES

1. To signify your agreement to the Resolution you should sign and date this document where indicated above and return it to the Company by returning the signed copy by post to the Company Secretary at 3 Queen Caroline Street, Hammersmith, London W6 9PE.
2. Once you have signified your agreement to the Resolution, you may not revoke your agreement.
3. Unless, by 28 days following the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse.
5. 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.
6. A copy of this document was sent to the Company's auditors, PricewaterhouseCoopers LLP, on the Circulation Date.