

INGENIOUS MEDIA LIMITED  
(the Company)

THURSDAY



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10/04/2008

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COMPANIES HOUSE

WRITTEN RESOLUTIONS

(pursuant to section 288 Companies Act 2006)

(Passed April 2008)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the Resolutions are passed, in the case of resolution 1, as a special resolution of the Company and, in the case of resolutions 2, 3 and 4, as ordinary resolutions.

RESOLUTIONS

- 1 That, subject to compliance with sections 155 to 158 of the Companies Act 1985, the giving of financial assistance by the Company, pursuant to Sections 151-158 (inclusive) of the Companies Act 1985, for the purpose of the purchase of the entire issued share capital of the Company by Ingenious Media Holdings ~~PLC~~ (company number 6525088) (the **Borrower**) or reducing or discharging liabilities that the Borrower or any other person or persons have incurred within the meaning of section 152(3) of the Companies Act 1985 and the terms and arrangements contemplated by the execution, delivery and performance by the Company of
- (a) a loan agreement by the Company and the Borrower, pursuant to which the Company will unconditionally make available to the Borrower a loan in the maximum amount of £158,900,000 (the **Loan Agreement**),
- (b) a sale and purchase agreement between the Company and the Borrower by which the Company will sell non-cash assets to the Borrower for consideration on deferred terms in the maximum amount of £158,900,000 (the **Sale and Purchase Agreement**),
- (c) a debenture by the Company in favour of Patrick McKenna by which the Company will secure the consideration payable by the Borrower to Patrick McKenna for the sale of shares in the capital of the Company (the **Debenture**),

(the Loan Agreement, the Sale and Purchase Agreement and the Debenture being in the forms of the drafts produced to the meeting of the board of directors of the Company on or about the time of the passing of these resolutions and initialled by the chairman of the Company for the purposes of identification) be and is approved,

and that the Company be authorised to enter into the Loan Agreement, the Sale and Purchase Agreement and the Debenture

- 2 That for the purposes of section 200 of the Companies Act 2006, <sup>LTD</sup>the entry by the Company into a loan agreement with Ingenious Media Holdings ~~PLC~~ (company number 6525088) (the **Borrower**) by which the Company will unconditionally make available to the Borrower a loan in the maximum amount of £158,900,000 be and is hereby approved
- 3 That for the purposes of section 190 of the Companies Act 2006, the entry by the Company into a sale and purchase agreement between the Company and the Borrower by which the Company will sell non-cash assets to Ingenious Media <sup>LTD</sup>Holdings ~~PLC~~ (company number 6525088) for consideration on deferred terms in the maximum amount of £158,900,000 be and is hereby approved
- 4 That for the purposes of the Companies Act 2006, the entry by the Company into a debenture in favour of Patrick McKenna by which the Company will secure the consideration payable by Ingenious Media Holdings ~~PLC~~ (company number 6525088) to Patrick McKenna for the sale of shares in the <sup>LTD</sup>capital of the Company be and is hereby approved

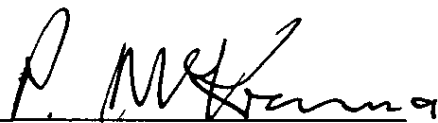
#### AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions

The undersigned, being the sole member entitled to vote on the above resolutions on 4 April 2008 hereby irrevocably agree to the Resolutions

**Patrick McKenna**

Signature



Date

4 APRIL 2008

## NOTES

*You can choose either to agree to all the Resolutions or to none of them, but you cannot agree to some Resolutions only. If you agree to all the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company at its registered office, marked for the attention of the Company Secretary.*

*If you do not agree to all the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.*

*Once you have indicated your agreement to all the Resolutions, you may not revoke your agreement.*

*Unless, by 4 April 2008, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to all the Resolutions, please ensure that your agreement reaches us before or during this date.*

*As required by the Companies Act 1985, the following documents are sent to you:*

- (i) a copy of the directors' statutory declaration made in accordance with section 155(6) of the Companies Act 1985,*
- (ii) a copy of the auditors' report addressed to the directors in accordance with section 156(4) of the Companies Act 1985,*
- (iii) a memorandum disclosing details of the loan agreement referred to in resolution 2 and the debenture referred to in resolution 4, as required by the Companies Act 2006*