

THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
GUINNESS WORLD RECORDS LIMITED

We, the undersigned being the sole member of the Company entitled to receive notice of and to attend and vote at general meetings of the Company, hereby resolve as follows and agree that the said resolutions shall, pursuant to section 381A Companies Act 1985 for all purposes be as valid and effective as if the same had been passed as a special resolution at a general meeting of the Company duly convened and held on the date specified below (definitions used in the Facility Agreement dated 25 June 2002, as amended and restated from time to time shall have the same meaning when used in this Written Resolution unless the context requires otherwise):

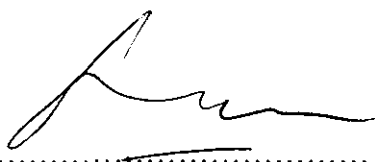
RESOLUTIONS

1. **THAT** subject to compliance with sections 155 to 158 of the Companies Act 1985 (the "**Act**") the giving of financial assistance by the Company for the purpose of the acquisition of shares in the Company as described in the statutory declaration made pursuant to section 155(6) of the Act, be and is hereby authorised.
2. **THAT** Gullane Entertainment Limited, the parent company of the Company consents to the giving of security as detailed below in paragraphs 3.1 and 3.2 of this Written Resolution pursuant to Article 6 of the Articles of Association of the Company.
3. **THAT** the Company approves and the Company be and is hereby authorised to execute the following documents (together "**Documents**):
 - 3.1 a debenture (the "**Debenture**") between the Company and Barclays Bank PLC acting as Security Trustee under which the Company would charge and mortgage the whole



of its property, undertaking and assets (including by way of fixed and floating charge) in favour of the Security Trustee as trustee for the Secured Parties (as defined in the Debenture) to secure, amongst other things, its obligations under the Facility Agreement between, among others, HIT Entertainment Plc as Original Borrower, Barclays Capital as Mandated Lead Arranger and Barclays Bank PLC as Agent and Security Trustee; and

- 3.2 an accession letter (the "**Accession Letter**") addressed to Barclays Bank PLC as Agent pursuant to which the Company will accede to the Facility Agreement as an Additional Guarantor and thus guarantee, amongst other things, the performance by each Borrower of its obligations under the Facility Agreement and related documents.
5. **THAT** the execution of the Documents and the assumption of its obligations thereunder and the giving of financial assistance is in the best interests of the Company and the approval of the Company to enter into the Documents is given and authorised notwithstanding that the Company is entering into some of the Documents for the purposes of assisting each Borrower under the Finance Documents to discharge the liability incurred for the purpose of acquiring the Company's shares.
6. **THAT** the resolutions shall have effect notwithstanding any provision of the Company's Articles of Association.



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Gullane Entertainment Limited

Dated: 14 February 2003