

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**OF**

**THE MOVING PICTURE COMPANY LIMITED (the "Company")**

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY  
IN ACCORDANCE WITH SECTION 291 OF THE COMPANIES ACT 2006**

**SPECIAL RESOLUTIONS**

The directors of the Company propose that the following special resolutions be passed

- (1) That, as a subsidiary of Technicolor S A ("TSA") and a member of the TSA group of companies (the "Group"), it is in the best interest of the Company, in pursuit of its corporate purposes, conducive to the attainment of its strategic objectives, in furtherance of its business and would be most likely to promote the success of the Company for the benefit of its members as a whole, for the Company to accede as a party to (i) the credit agreement dated 23 April, 2010 among TSA as borrower, certain of its subsidiaries as guarantors, the lenders as listed therein and the other parties thereto (the "Credit Agreement"), and (ii) the note purchase agreement dated 23 April, 2010 among TSA as issuer, certain of its subsidiaries as guarantors, and the purchasers as listed therein (the "Note Purchase Agreement"), pursuant to which principal documents the balance sheet restructuring of TSA (the "Restructuring") is to be effected, and to guarantee, provide an indemnity in respect of the present and future obligations of all the other Obligor (as defined in the Credit Agreement and Note Purchase Agreement) under the Finance Documents and the Hedging Agreements (each as defined in the Intercreditor Agreement referred to below), and for the Company to accede as a party to the intercreditor agreement dated 23 April, 2010 among, inter alios, TSA, certain of its subsidiaries as debtors, certain creditors of the Group and other parties named therein (the "Intercreditor Agreement") so as to enable the Company to derive the benefit from the long term financial stability of TSA following the Restructuring and to comply with the terms thereof, and, accordingly, the Company is hereby authorised and directed to execute any document (whether or not by deed) arising out of, contemplated by, or connected to the Credit Agreement, the Note Purchase Agreement or the Intercreditor Agreement (and, in particular, any document by which the Company may accede to the Credit Agreement, the Note Purchase Agreement or the Intercreditor Agreement) and such further documents as are required in order to grant security interests as described in this resolution, and to perform under and in accordance with all such documents, and
- (2) That, the Articles of Association of the Company be and are hereby amended so as to insert a new Article 5.3, as follows


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- \*5 3 Notwithstanding anything contained in these Articles, the Directors shall not decline to register any transfer of shares and shall not refuse to recognise any instrument of transfer where such transfer is executed by, on behalf of, or in favour of any bank (or other institution), security agent or security trustee to whom such shares have been charged or mortgaged (or by, on behalf of, or in favour of any nominee of such bank (or other institution), security agent or security trustee) or where such transfer is effected upon the enforcement of all or any part of the charge or mortgage in favour of any such bank (or other institution), security agent or security trustee, nor may the Directors suspend registration of any member which is a bank (or other institution), security agent or security trustee to whom such shares have been charged or mortgaged. A certificate by any official of such bank (or other institution), security agent or security trustee that the relevant shares are so charged or mortgaged shall be conclusive evidence of such fact."

By order of the Board



Director

13 June 2011

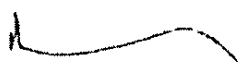
**INFORMATION REQUIRED TO COMPLY WITH  
SECTION 291(4) OF THE COMPANIES ACT 2006**

- 1 The Moving Picture Company Limited (the "Company") is a sole member company  
The procedure for signifying agreement by the sole eligible member to the written resolutions is as follows
  - (a) the sole member signifies its agreement to the proposed written resolutions when the Company receives from the member (or someone acting on his behalf) an authenticated document –
    - (i) identifying the resolution or resolutions to which it relates, and
    - (ii) indicating the sole member's agreement to the resolution or resolutions,
  - (b) the document must be sent to the Company in hard copy form or in electronic form,
  - (c) the sole member's agreement to the written resolutions, once signified, may not be revoked, and
  - (d) the written resolutions are passed when the sole member has signified its agreement to them
- 2 The circulation date of the written resolutions is 13 June 2011 (the "Circulation Date")
- 3 The period for agreeing to the written resolutions is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006)

**AGREEMENT BY SOLE MEMBER TO WRITTEN RESOLUTIONS**

We, being the sole member of the Company

- 1 confirm that we have received a copy of the above written resolutions in accordance with section 291 of the Companies Act 2006 and
- 2 hereby resolve and agree that the above resolutions are passed as written resolutions pursuant to Section 288 of the Companies Act 2006 and that such resolutions shall take effect as special resolutions

  
for and on behalf of  
Technicolor Holdings Limited

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