

Certified

*Sealed*

Signed: Director/Secretary

Company No. 03336416

**THE COMPANIES ACTS 1985 to 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**RESOLUTIONS**

of

**LION TELEVISION LIMITED**  
(the "Company")

*12 Nov 2009*  
(the "Circulation Date")

We, the undersigned, being persons who at the circulation date of this resolution have the right to attend and vote at a general meeting of the Company, and together holding not less than seventy-five percent of the votes which may be cast at a general meeting of the Company, irrevocably agree to the following special resolutions of the Company, in accordance with Part 13 Chapter 2 of the Companies Act 2006.

**1 SPECIAL RESOLUTION**

"**THAT** the board of directors be and is hereby granted the authority in accordance with section 175(5)(a) of the Companies Act 2006 to authorise with effect from 1 October 2008, on such terms as it thinks fit, any matter proposed to it which would, if not so authorised, involve a breach of duty by a director under section 175 of the Companies Act 2006. The board may vary or terminate any such authorisation at any time.

**2 SPECIAL RESOLUTION**

"**THAT:**

- (a) Stephen Morrison, Julian Burns and John Pfeil have each notified the Company that there is a risk that conflicts of interest may arise as a result of:
  - (i) any personal direct or indirect interest each of them may have from time to time in the equity or debt securities of the Company or any member of its group or in any arrangements (including payments of fees) between the Company or a member of its group and any part of the All3Media Group;

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- (ii) any office, employment or engagement each of them has within the All3Media Group, the Company or a member of its group;
  - (iii) their passing confidential information of the Company or any member of its group to members of the All3Media Group; and
  - (iv) each of their existing or subsequent appointments as a director of other companies, including portfolio companies of the All3Media Group and other companies in the Company's group (a list of those existing appointments has been notified to the Board and is appended to this resolution).
- (b) All3Media Group includes All3Media Holdings Limited, any of its subsidiaries, any partnership or fund entity in or to which it or any of its subsidiaries is a partner or a general partner or manager or an adviser.
- (c) The undersigned, having considered the matters, resolve that the actual or potential conflicts described in paragraph (a) above be authorised and that each of the directors be authorised for the purposes of sections 173(2) and 175 of the Companies Act 2006 to continue to act as a director of the Company notwithstanding these actual or potential conflicts.

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

Date: 12<sup>th</sup> January 2008

*J. C. P. Hill*

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For and on behalf of  
**All 3 Media Limited (100%)**