Company Number 03585635

THURSDAY

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LD1 26/09/2013 #22
COMPANIES HOUSE

Disney Magic Company Limited

(the "**Company**")

SOLE MEMBER'S WRITTEN RESOLUTIONS

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23 September 2013 (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 special resolutions (the "**Resolutions**")

SPECIAL RESOLUTIONS

THAT the share capital of the Company be reduced by reducing by $300,000,000 the share premium account of the Company

AND THAT the amount by which the share capital is reduced be credited to a distributable reserve of the Company

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

BY ORDER OF THE BOARD

Nigel Anthony Cook

AGREEMENT

WE THE UNDERSIGNED, being the sole member of the Company on the Circulation Date representing not less than 75% of the total voting rights of all members of the Company entitled to vote on the Resolutions on the Circulation Date, HEREBY IRREVOCABLY AGREE to the Resolutions

Marsha L Reed
duly authorised signatory
for and on behalf of
Disney Magic Corporation

Dated 23 September 2013

NOTES

1 To signify your agreement to the Resolutions you should sign and date this document where indicated above and return it to the Company by returning the signed copy by hand or by post to Gwyn Pollard at 100 New Bridge Street London EC4U 6JA

2 Once you have signified your agreement to the Resolution you may not revoke your agreement

3 Unless within 28 days of the Circulation Date sufficient agreement has been received for the Resolution to pass it will lapse

4 A copy of the solvency statement made by the directors of the Company in accordance with section 643 Companies Act 2006 for the purposes of the reduction of share capital to be effected by the passing of the Resolution is being sent or submitted to you at the same time as and together with this document

5 A copy of this document was sent to the Company's auditors PricewaterhouseCoopers LLP on ____ September 2013