

PRIVATE COMPANY LIMITED BY SHARES

COPY WRITTEN RESOLUTION

of

ALAMY LIMITED (the "Company")

(Registered in England and Wales under company number 3807789)

dated [22 Oct] 2007

The following written resolution was passed as a special resolution on 22 October 2007 by the requisite majority of eligible members in accordance with Chapter 2 of Part 13 of the Companies Act 2006

Written Resolution

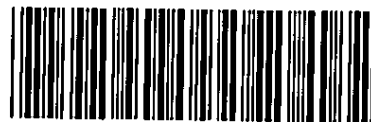
THAT the share premium account of the Company be reduced from £4,366,400 to £675,121 (the "**Reduction**") The Reduction shall be effected upon the terms that no part of the reserves so arising shall be paid to the members of the Company by way of repayment of capital but shall be credited to the reserves of the Company and shall, subject to the provisions of the Companies Act 1985, form part of the profits of the Company



Director/Company Secretary

We hereby certify this to be a true copy
Dated, 23. October 2007...
...McGrigors LLP...
McGrigors LLP London
Solicitors
5 Old Bailey, London EC4M 7BA

THURSDAY



AFIRBU36

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25/10/2007

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COMPANIES HOUSE