

**JETIX EUROPE LIMITED**

**Company no. 3250589**

(the "Company")

**SOLE MEMBER'S WRITTEN RESOLUTIONS**

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18 September 2015 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as an ordinary resolution (the "**Resolution**")

**ORDINARY RESOLUTION**

THAT, in accordance with paragraph 43 of Schedule 2 to the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, the directors be and are hereby authorised to exercise any power of the Company under section 550 of the Companies Act 2006

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

**BY ORDER OF THE BOARD**

Director

**Jetix Europe Limited**

FRIDAY



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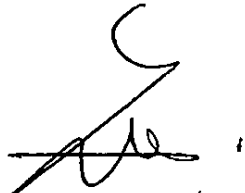
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COMPANIES HOUSE

**AGREEMENT**

WE THE UNDERSIGNED, being the sole member of the Company on the Circulation Date,  
HEREBY IRREVOCABLY AGREE to the Resolution



Tim Hortensius

For and on behalf of  
**Disney Channels (Benelux) B.V.**

Dated 18 September 2015

## NOTES

- 1 To signify your agreement to the Resolution you should sign and date this document where indicated above and return it to the Company by delivering the signed copy by hand to a director of the Company or by returning the signed copy by post to the registered address of the Company or by attaching a scanned copy of the signed document to an e-mail and sending it to the Company
- 2 Once you have signified your agreement to the Resolution, you may not revoke your agreement
- 3 Unless, by 28 days following the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 6 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document