

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

CHARACTER WORLD HOLDCO LIMITED

("Company")

Written resolutions of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 proposed by the directors of the Company, proposed as ordinary resolutions and a special resolution as detailed below

ORDINARY RESOLUTIONS

That, the Put and Call Option Agreement ("Agreement") proposed between (1) Mark Schweiger and David Schweiger (directors of the Company) and (2) the Company in respect of loan notes issued by Character World Bidco Limited, a company connected with the directors of the Company, and otherwise substantively on the terms of the draft Agreement supplied to members with this Written Resolutions, be and that the directors be authorised to enter into and complete such Agreement and execute all necessary documents in relation to it.

Circulation date: 4 April 2008

Registered office: c/o UHY Hacker Young, St James Building, 79 Oxford Street, Manchester M1 6HT

Agreement to written resolution

We, the undersigned, being persons entitled to vote on the above resolution, irrevocably agree to such resolution

Signed: [Signature] Dated: 04.04.08
Mark Schweiger

Signed: [Signature] Dated: 04.04.08
David Schweiger

Signed: [Signature] Dated: 04.04.08
On behalf of RJD Private Equity Fund II LP

Signed: [Signature] Dated: 04.04.08
On behalf of RJD Private Equity SBS Fund II LP

TUESDAY



CHARACTER WORLD HOLDCO LIMITED

WRITTEN RESOLUTION: CIRCULATED ON 4 APRIL 2008

Note: This document is important and requires your immediate attention.
Please read the explanatory statement to members before signifying your agreement to the resolutions in this document.

EXPLANATORY STATEMENT TO MEMBERS

1. Nature of written resolution

1.1 This document contains a proposed written resolution of Character World Holdco Limited for approval by you as a member of the Company. The resolution is proposed as an ordinary resolution and requires members holding a simple majority of the total voting rights of members entitled to vote on the resolutions to vote in favour of them to be passed.

1.2 A draft put and call option agreement between (1) Mark Schweiger and others and (2) the Company relating to the first resolution is supplied with this resolution.

2. Period to approve written resolution

If the Company has not received the necessary level of members' agreement to pass the resolution by April 2008 (being 28 days from the date the resolutions were first circulated to members), the resolutions will lapse.

3. Action required if you wish to approve the resolution:

Please signify your agreement to the resolution by completing your details and signing and dating the document in the boxes provided and returning it to the Company by delivering your signed and dated document by hand or by post to the Company's registered address marked "For the attention of the directors".

Once you have signified your agreement to the resolution, you cannot revoke it. Please ensure that your agreement reaches us no later than the close of business on April 2008.

4. Action required if you do not wish to agree to the resolution:

You do not have to do anything. Failure to respond will not be treated as agreement to the resolution.