



**Notice of Annual  
General Meeting**



# Notice of Annual General Meeting

## Entertainment One Ltd. (the “Company”)

### Notice of Annual General Meeting

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about its contents or what action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000, as amended. If you have sold or otherwise transferred all of your shares in the Company, please forward this document and the accompanying Form of Proxy (or Form of Direction if you are a holder of Depositary Interests) to the person through whom the sale or transfer of those was effected for transmission of this document to the purchaser or transferee of those shares.

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Deloitte & Touche, Deloitte & Touche House, Earlsfort Terrace, Dublin 2, Ireland, on 24 September 2008 at 2.00 p.m. to consider and if thought fit, pass the following ordinary resolutions for the purpose of routine business of the Company:

1. THAT, the financial statements of the Company for the period ended 31 March 2008 including the reports of the Company's auditors and directors contained therein produced to the meeting be and are hereby adopted.
2. THAT, the report of the Remuneration Committee of the Company produced to the meeting be and is hereby adopted and approved.
3. THAT, Deloitte & Touche LLP be and are hereby re-elected as auditors to the Company to hold office until the conclusion of the Annual General Meeting of the Company to be held in 2009 and that the Directors be and are hereby authorised to fix their remuneration.
4. THAT, having been appointed as a Director by the Board of Directors, Patrice Theroux be and is hereby re-elected to the Board of Directors of the Company.
5. THAT, subject to his having been appointed as a Director by the Board of Directors and continuing as a Director until the time of the Annual General Meeting of the Company, Robert Lantos be and is hereby re-elected to the Board of Directors of the Company.
6. THAT, having been appointed as a Director by the Board of Directors, Darren Throop be and is hereby re-elected to the Board of Directors of the Company.
7. THAT, having been appointed as a Director by the Board of Directors, Giles Willits be and is hereby re-elected to the Board of Directors of the Company.
8. THAT, having been appointed as a Director by the Board of Directors, Bob Allan be and is hereby re-elected to the Board of Directors of the Company.
9. THAT, having been appointed as a Director by the Board of Directors, Sir George Bain be and is hereby re-elected to the Board of Directors of the Company.
10. THAT, having been appointed as a Director by the Board of Directors, Clare Copeland be and is hereby re-elected to the Board of Directors of the Company.
11. THAT, having been appointed as a Director by the Board of Directors, Garth Girvan be and is hereby re-elected to the Board of Directors of the Company.
12. THAT, having been appointed as a Director by the Board of Directors, Mark Opzoomer be and is hereby re-elected to the Board of Directors of the Company.
13. THAT, David Williams being eligible for re-election following his retirement from office in accordance with the articles of association of the Company, be and is hereby re-elected as a Director of the Company.

#### **By order of the Board**

Entertainment One Ltd.

Directors

31 July 2008

c/o Maples Corporate Services Limited, PO Box 309, Uglund House, South Church Street, George Town, Grand Cayman, KYI-1104, Cayman Islands

## Notes

- (a) All of the persons offering themselves for re-election as directors of the Company at the Annual General Meeting are recommended by the directors.
- (b) Any member entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote on his/her behalf. A member may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares of the member, but must attend the meeting in person. A proxy need not be a member.
- (c) Forms of Proxy should be lodged with the Company's Registrar at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to arrive no later than 2.00 p.m. on 22 September 2008 or submitted not later than 48 hours before the time which the Annual General Meeting is convened or, as the case may be, the adjourned meeting. Completion of the appropriate Form of Proxy does not prevent a member from attending and voting in person if he/she is entitled to do so and so wishes.
- (d) Forms of Direction should be lodged with the Company's Depository at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to arrive no later than 2.00 p.m. on 21 September 2008 or submitted not later than 72 hours before the time which the Annual General Meeting is convened or, as the case may be, the adjourned meeting.
- (e) To be entitled to attend and vote at the meeting or at any adjournment thereof (and for the purpose of the determination by the Company of the number of votes they may cast), members must be entered in the register of members at 2.00 p.m. on 22 September 2008.
- (f) In the case of joint holders of ordinary shares, the vote of the senior who tenders the vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which names stand in the Company's relevant register of members for certificated or uncertificated shares of the Company (as the case may be) (the "Register") in respect of the joint holding.
- (g) In the case of joint holders of Depository Interests, the Form of Direction may be signed by any of the holders but the names of all of them should be stated. The vote of the first named holder in the register of Depository Interests will be accepted to the exclusion of the votes of the other joint holders in respect of the joint holding.
- (h) CREST users should note that they can lodge their proxy votes for the Meeting through the CREST Proxy Voting System. For further instructions, Users should refer to the CREST User Manual. Any CREST Sponsored Member should contact their CREST Sponsor.



Entertainment One Ltd  
PO Box 309GT  
Ugland House  
South Church street  
Grand Cayman  
Cayman Island

[www.entertainmentonegroup.com](http://www.entertainmentonegroup.com)