

# ENTERTAINMENT ONE LTD.

(the “Company”)

## NOTICE OF EXTRAORDINARY 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. 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 an Extraordinary General Meeting of the Company will be held at Surville, La Ruelle Pinel, St Helier, JE2 3HF, Jersey, on 26 March 2009 at 2.00 p.m. to consider and if thought fit, pass the following special resolution:

THAT the articles of association of the Company be amended by the deemed deletion of articles 11.1 and 11.2 and the substitution of modified articles 11.1 and 11.2 as set out below:

### 11 TAKEOVER PROVISIONS

11.1 For the purposes of this Article 11:

“**affiliate**” means any person, directly or indirectly, through one or more intermediaries, Controlling, Controlled by, or under common Control with a person (the term “**Control**” being interpreted mutatis mutandis in relation to such persons as it is to the Company, save that for the purposes of this definition, an interest in securities is in relation to securities representing 30 per cent. or more of the Voting Rights (as defined below) of the Company, rather than 50 per cent. as set out in the definition of “**Control**” below);

“**acting in concert**” means co-operating, pursuant to an agreement or understanding (whether formal or informal), to obtain or consolidate Control (as defined below) of the Company and for the purpose of this Article 11 a person and each of its affiliates will be deemed to be acting in concert;

“**beneficial ownership**” means, with respect to a security, sole or shared voting power (which includes the power to vote, or to direct the voting of, such security) and/or investment power (which includes the power to acquire (or an obligation to acquire) or dispose, or to direct the acquisition or disposition of, such security) and/or a long economic exposure, whether absolute or conditional, to changes in the price of such security, in each case, whether direct or indirect, and whether through any contract, arrangement, understanding, relationship, or otherwise and “**beneficial owner**” shall mean a person entitled to such interests;

“**Control**” means an interest, or interests, in securities representing 50 per cent. or more of the Voting Rights (as defined below) of the Company, irrespective of whether such interest or interests give de facto control;

“**Excluded Holder**” means any person interested in Shares or Depositary Interests of the Company or Voting Rights as a custodian or Depositary or nominee thereof;

“**Existing Substantial Shareholder**” means any shareholder of the Company or affiliates thereof who owned, directly or indirectly as a registered or beneficial owner, shares of the Company amounting to 30 per cent. or more of the outstanding shares of the Company as of Admission;

“**interest**” in securities or in a person means any form of beneficial ownership (including for the avoidance of doubt, any derivative, contractual economic right or contract for difference) of any securities of such person and includes in the case of the Company interests in Shares represented by a Depositary Interest or other similar instrument;

“**Offer**” means a written offer made in accordance with Articles 11.2 to 11.8 and may, subject to Articles 11.2 to 11.8, include an offer to consummate a takeover, merger or consolidation transaction, however effected, including a reverse takeover, partial offer, tender offer, Court scheme (including a plan of reorganization under insolvency or bankruptcy laws), or offer by a parent company for shares in its subsidiary;

“**Offer period**” means the period from the time when an announcement is made of a proposed or possible Offer (with or without terms) until the first closing date or, if later, the date when the Offer becomes or is declared unconditional as to acceptances or lapses. An announcement that an interest, or interests, of Shares carrying in aggregate 50 per cent. or more of the Voting Rights is for sale or that the board is seeking potential offers to acquire Control of the Company will be treated as the announcement of a possible Offer for purposes of determining the applicable Offer period;

“**Offeror**” has the meaning given to it in Article 11.2 and includes persons wherever organized or resident;

“**person**” means any individual, firm, partnership, association, limited liability company, or other entity; and

“**Voting Rights**” means all the voting rights attributable to the issued and outstanding securities of the Company which are currently exercisable at a meeting of holders.

- 11.2 When any person (other than an Existing Substantial Shareholder or Excluded Holder) acquires, whether by a series of transactions over a period of time or not, an interest in securities which (taken together with securities in which persons (other than an Existing Substantial Shareholder or Excluded Holder) acting in concert with such person are interested) represent 50 per cent. or more of the Voting Rights, then such person together with any such person acting in concert with such person (each such person referred to below as “**the Offeror**”) shall extend an Offer, on the basis set out in Articles 11.3 to 11.9, to the holders of all issued and outstanding Shares of the Company. Offers for different classes of Shares, if any, must be comparable.

**By order of the Board**

Entertainment One Ltd.

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

6 March 2009

**NOTES:**

- (a) Any member entitled to attend and vote at the Extraordinary 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 Extraordinary 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.
- (b) 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 24 March 2009 or submitted not later than 48 hours before the time which the Extraordinary 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.
- (c) Forms of Direction should be lodged with the Company's Depositary at The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU so as to arrive no later than 2.00 p.m. on 23 March 2009 or submitted not later than 72 hours before the time which the Extraordinary General Meeting is convened or, as the case may be, the adjourned meeting.
- (d) 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 24 March 2009.
- (e) 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) in respect of the joint holding.
- (f) In the case of joint holders of Depositary 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 Depositary Interests will be accepted to the exclusion of the votes of the other joint holders in respect of the joint holding.
- (g) 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.

