

# ENTERTAINMENT ONE LTD. (the “Company”)

## FORM OF DIRECTION FOR HOLDERS OF DEPOSITORY INTERESTS

Form of Direction for completion by holders of Depository Interests representing shares on a 1 for 1 basis in the Company in respect of the meeting of the Company convened by the Grand Court of the Cayman Islands (“**Court Meeting**”) to be held 28 June 2010 at 3.00 p.m. BST at the offices of Mayer Brown International LLP, 201 Bishopsgate, London EC2M 3AF, United Kingdom.

I/We ..... (Depository Interests holder’s name)

being a holder of Depository Interests representing shares in the Company hereby appoint Capita IRG Trustees Limited as my/our proxy to vote for me/us and on my/our behalf at the Court Meeting of the Company to be held on the above date (and at any adjournment thereof) as directed by an X in the spaces below.

Resolution	For	Against	Abstain
1 <b>THAT</b> the Scheme of Arrangement be approved (with or without modification)			
2 <b>THAT</b> the Court Meeting be adjourned if there are insufficient votes to approve the Scheme of Arrangement at the time of the Court Meeting			

Dated.....2010

Address: .....

Signature: .....

### NOTES

1. To be effective, this form of direction and the power of attorney or other authority (if any) under which it is signed, or a notarially or otherwise certified copy of such power or authority, must be deposited at Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom no later than 3.00 p.m. BST on 25 June 2010 being 72 hours before the time of the Court Meeting.
2. Any alterations made to this form of direction should be initialled.
3. If the appointee is a corporation, this form must be given under its common seal or under the hand of an officer or attorney duly authorised in writing.
4. In the case of joint holders of Depository Interests, the person whose name appears first in the Register of Depository Interests has the right to attend and vote at general meetings to the exclusion of all others.
5. The ‘Abstain’ option is provided to enable you to abstain on any particular resolution. However, it should be noted that an abstention is not a vote in law and will not be counted in the calculation of the proportion of the votes ‘For’ and ‘Against’ a resolution.
6. Please indicate how you wish your votes to be cast by placing “X” in the box provided. On receipt of this form duly signed, you will be deemed to have authorised Capita IRG Trustees Limited to vote, or to abstain from voting, as per your instructions on your behalf. **If no voting instruction is indicated, Capita IRG Trustees Limited will abstain from voting on such resolution.**
7. Depository Interests may be voted through the CREST electronic proxy voting service in accordance with the procedures set out in the CREST manual.

Business Reply  
Licence Number  
RSBH-UXKS-LRBC

PXS  
34 Beckenham Road  
Beckenham  
BR3 4TU

