

MARWYN CAPITAL II LIMITED

(incorporated in the Cayman Islands with registered number 234241)

(“Company”)

FORM OF DIRECTION GENERAL MEETING

For use by holders of depository interests representing ordinary shares in the capital of the Company in respect of a general meeting of the Company to be held at the offices of DLA Piper UK LLP at 3 Noble Street, London EC2V 7EE on 20 December 2011 and at any adjournment of the meeting.

I/We.....(FULL NAME(S) IN BLOCK CAPITALS)

of(ADDRESS IN BLOCK CAPITALS)

being a holder of Depository Interests representing shares in the Company hereby instruct Capita IRG Trustees Limited, the Depository, to vote for me/us and on my/our behalf in person or by proxy at the above mentioned General Meeting of the Company and at any adjournment thereof as directed by an X in the spaces below.

Please indicate with an ‘X’ in the spaces below how you wish your vote to be cast. If no indication is given, you will be deemed as instructing the Depository to abstain from voting on the specified resolution.

Special Resolutions	For	Against	Abstain
1. To approve the proposed acquisition of Paragon Creative Limited.			
2. To authorise the directors to allot equity securities in connection with the Placing and an offer or invitation to holders of ordinary shares.			
3. To disapply pre-emption rights in relation to allotments made pursuant to resolution 2.			
4. To authorise the directors to allot equity securities in connection with: the Acquisition; the Commitment Agreement; the Management Participation Shares; the Marwyn Participation Option; the proposed EMI Scheme; and otherwise.			
5. To disapply pre-emption rights in relation to allotments made pursuant to resolution 4 if pre-emption rights do not apply.			
6. To authorise the Company to purchase its own shares.			
7. To change the name of the Company to Paragon Entertainment Limited.			
8. To adopt new memorandum and articles of association.			
9. To authorise the directors to establish a new EMI Scheme.			
Ordinary Resolutions			
10. To appoint Robert Hersov as a director of the Company.			
11. To appoint Mark Pyrah as a director of the Company.			
12. To appoint Peter Holdsworth as a director of the Company.			
13. To appoint David Gray as a director of the Company.			
14. To appoint Mark Taylor as a director of the Company.			

Signature..... Date2011

NOTES

- To be effective, this Form of Direction and the power of attorney or other authority (if any) under which it is signed, or a notorially or otherwise certified copy of such power or authority, must be deposited at Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than 72 hours before the time appointed for holding the meeting.
- Any alterations made to this Form of Direction should be initialled.
- In the case of a corporation this Form of Direction should be given under its common seal or under the hand of an officer or attorney duly authorised in writing.
- Please indicate how you wish your vote to be cast by placing an ‘X’ in the box provided. On receipt of this form duly signed, you will be deemed to have authorised Capita IRG Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU to vote, or to abstain from voting, as per your instructions.
- Depository interests held in uncertificated form (i.e. in CREST), representing shares on a one for one basis in the Company, may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
- The Depository will appoint the Chairman of the meeting as its proxy to cast your votes. The person appointed proxy may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.
- The “Abstain” option on this Form of Direction is provided to enable you to instruct the Depository not to vote on a particular resolution. However, a vote abstained is not a vote in law and will not be counted in the calculation of the votes “for” and “against” a resolution.
- Depository interest holders wishing to attend the meeting should contact the Depository at Capita IRG Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 10.00 a.m. on 17 December 2011.