JETIX EUROPE N.V. (the “Company”)

EIGHTH ANNUAL GENERAL MEETING OF SHAREHOLDERS

8th February 2008

Agenda

1. Opening and introduction.
2. Reappointment of a Supervisory Board Member retiring through rotation.
3. The discussion on the Annual Report for the financial year ended September 30, 2007 with respect to the affairs of the Company and the management conducted.
4. Adoption of the Annual Accounts for the financial year ended September 30, 2007.
5. Discharge of the members of the Management Board and the Supervisory Board from liability for management and supervision for the financial year ended September 30, 2007.
6. Approval of Company’s Remuneration Policy
7. Reappointment of the Company’s auditors PricewaterhouseCoopers.
8. Designation of the Management Board as being a competent body to issue shares and to restrict or exclude pre-emption rights of shareholders.
9. Questions.
10. Closure.

EXPLANATORY NOTES TO THE AGENDA

1. Item 2; Reappointment of Peter Seymour being a Supervisory Board Member retiring through rotation

Under the Articles of Association of the Company, a member of the Supervisory Board is to retire by rotation in accordance with a retirement schedule adopted by the Supervisory Board. The meeting of holders of priority shares has waived its right to draw up a binding nomination for this vacancy, therefore the General Meeting shall be free in its choice. Mr. Seymour is to retire by rotation, and, being eligible, offers himself for re-election to the Supervisory Board.

Peter Seymour was appointed as a member of the Supervisory Board in September 2005. He is currently Senior Vice President of Strategy for Disney Media Networks where he oversees strategy development for all of Disney’s broadcasting and cable programming activities.

2. Item 3 and 4; Review and Adoption of Annual Reports and Accounts

The annual accounts for the financial year ended September 30, 2007 are available for inspection at the registered office of the Company at Bergweg 50, 1217 SC Hilversum and the offices of ING Bank N.V,at Van Heenvlietlaan 220, 1083 CN, Amsterdam.

3. Item 5; Discharge of Liability of Members of Supervisory Board and Management Board

Under the Articles of Association of the Company, a proposal is to be made to the meeting to discharge the members of the Management Board and the Supervisory Board from liability relating to their management and supervision of the Company in the financial year ended September 30, 2007.

4. Item 6; Approval by the shareholders of the Company's remuneration Policy

In accordance with the Tabaksblat Code of Corporate Governance in the Netherlands, the Company's shareholders approve the Company's and specifically the Management Board Remuneration Policy and any material changes to it. This year there have been no material changes to the long term incentive arrangements for senior management as a whole (and including members of the Management Board) with respect to the Policy approved last year save only that the Disney element of the incentives given includes Disney restricted stock units as well as options. The Remuneration Policy has been amended to reflect this and is attached to this Agenda.

5. Item 7; Reappointment of The Company's auditors

The discussion and approval of the re-appointment of the Company's auditors PricewaterhouseCoopers for the financial year commencing 1 October 2007.

6. Item 8; Designation of the Management Board as being a competent body to issue shares and to restrict or exclude pre-emption rights of shareholders

The Management Board proposes, with the approval of the Supervisory Board, to appoint the Management Board as the corporate body to issue shares and to grant rights to subscribe for shares as well as to restrict or exclude the pre-emption rights of shareholders, subject to the approval of the Supervisory Board, which authority shall relate to 10 percent of the issued share capital of the company as at 8 February 2008 and which authority shall be for a period of 18 months commencing on 8 February 2008. For the avoidance of doubt this is in effect an extension of the same power granted to the Management Board pursuant to the Company's Articles of Association and which expired after an initial 5 year period and eighteen month extension in September 2006

ATTACHMENT

Remuneration Policy

The Supervisory Board (through the Remuneration Committee) reviews remuneration recommendations made to it and has responsibility for their approval. The Supervisory Board is committed to ensuring that such approval, in so far as possible taking into account the specific international focus of the business, will be in line with 'Best Practice' provisions of the Tabaksblat Code.

Background

The Supervisory Board (through the Remuneration Committee) determines the remuneration of the individual members of the Management Board. In doing so, the Supervisory Board will take into account market competitive data from the global broadcast, satellite and cable television sector and associated entertainment and licensed consumer products industries and including, in particular, Disney.

All members of the Management Board were originally appointed on two-year fixed-term contracts. At the conclusion of the fixed-term, this contract may be extended by the Supervisory Board for a definite or indefinite term as mutually agreed. Messrs Taylor, Spiner and Fryer are employed on renewed two year fixed-terms. The provision of Mr Stratton's services to the Company is not subject to a minimum term. It is the intention of the Supervisory Board that, in case of termination by the Company, any compensation for loss of office would be restricted to no more than twelve month's salary.

For those current members of the Management Board base salary increases on average of 7.8% (seven point eight percent) were awarded in the financial year ended 30 September 2007. No other salary increases or special payments of any nature were made to the members of the Management Board during the financial year ended 30 September 2007 and the full remuneration details for the Management Board are as are set out in the Annual Report.

Remuneration Report

The remuneration of members of the Management Board consists of a base salary, a short-term incentive bonus, and a long-term incentive plan (share options and restricted stock). The base salary is fixed and the variable element from the short-term incentive is based on a target total cash remuneration which is competitive for the executive role which each member carries out. At present, the 'at risk' variable component may vary from fifteen percent (15%) to fifty percent (50%) of the target cash reward. Superior performance, however, may result in actual bonus payments in excess of target levels. Bonus levels in the last financial year reflect substantially improved operating income over previous years and the achievement of individual goals.

The Supervisory Board sets performance goals, using objective and measurable targets, which are intended to drive positive business results in the medium-term and are linked directly to the creation of shareholder value. For the financial year ending 30 September 2007, these were based on achievement of operating income and operating cash flow goals set in the corporate budgeting process 12 months earlier. This practice shall continue for 2008 and the foreseeable future. The Supervisory Board is also committed to the long-term growth of the Company and will adjust goals or adopt new measures as appropriate to that aim. Such action will be presented to shareholders as part of any proposed change in remuneration policy.

Long-term incentive is provided through a share option and restricted stock plan for senior management as a whole and for which the members of the Management Board are eligible. The current Rules of The Share Option and Restricted Stock Schemes were approved by shareholders in general meeting in September 2005. Please see the paragraph below on long term incentives for details of the Company's new LTIP scheme. The Supervisory Board considers that encouraging the members to purchase shares in Jetix Europe is in the long-term interest of the Company through aligning the financial interests of the member with the company and its shareholders.

Three members of the Management Board participate in the general employee retirement benefit arrangements. In respect of current members, these retirement benefit arrangements are financed through defined contributions on base salary only. Dene Stratton does not participate in these arrangements.

The Company's Remuneration Policy was initially put before and approved by the Company's shareholders along with the other recommendations in respect of compliance with the Tabaksblat Code at the Annual General Meeting of Shareholders held in March 2005 and an amended version, including the new LTIP, was re-approved at the Annual General Meeting in January 2007.

Long Term Incentives

The Fox Kids Discretionary Share Option Scheme was approved by the shareholders on 17 November 1999. On 13 September 2005 new Rules of the Scheme (now called the Jetix Europe Discretionary Stock Option Scheme) were approved by the Company's shareholders in Extraordinary General Meeting together with the rules of the Jetix Europe Discretionary Restricted Stock Scheme.

In December 2006 the Supervisory Board approved a new Long-Term Incentive Plan ("LTIP") for senior management of the Company as a whole and including Management Board Members. This will operate on a steady basis, featuring grants on a regular annual basis and during the year linked to appointment and promotion. Awards will be based on a mixture of Jetix restricted stock (in accordance with the Rules of the Restricted Stock Scheme) and an element of stock options in The Walt Disney Company (subject to the rules of that scheme). The LTIP was approved as part of the Company's Remuneration Policy at the 2007 Annual General Meeting. This year it will also include Walt Disney Company restricted stock units (subject to the rules of that scheme).

All permanent employees of Jetix Europe, as well as the members of the Management Board, not within two years of normal retirement, are eligible to participate in these schemes. The level of any offer of options and/or restricted stock under the scheme to any eligible participant is subject to approval by the Supervisory Board. The decision as to whether any eligible participant shall be granted options and/or restricted stock, and the number of options and/or restricted stock to be granted, is judged in accordance with the performance of that participant and such additional factors as motivation, retention and sharing of financial risk and reward with the shareholders.

The rules of the Option Scheme and of the Disney scheme require that the exercise price set in any offer of options shall not be less than the greater of the current fair market value of the share or the nominal value of the share on the date of grant. At the moment, it is not the intention to make grants under the Jetix Option Scheme although the Supervisory Board retains the ability to do so. The Supervisory Board has not imposed any additional restrictions on the disposal of shares acquired under either scheme nor required members of the Management Board to hold shares in Jetix Europe. Presently there are no performance hurdles attached to the vesting of restricted stock units or options although the Supervisory Board and Disney do have the ability under the rules of the Schemes to impose them. The vesting schedule and option lapse periods reflect those provisions in effect under similar long term incentive plans operated by the controlling shareholder in order to provide a consistent equitable approach to long term incentives for all senior executives.