

**JETIX EUROPE N.V. (the "Company")**

**NINTH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**29 January 2009**

**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, 2008 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, 2008.
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, 2008. Items to be taken separately
6. Approval of the de-listing of the Company
7. Authorisation of the Management Board to repurchase the Company's shares
8. Approval of Company's Remuneration Policy
9. Reappointment of the Company's auditors PricewaterhouseCoopers.
10. Questions.
11. Closure.

**EXPLANATORY NOTES TO THE AGENDA**

**1. Item 2; Reappointment of Brian Spaulding 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. Spaulding is to retire by rotation, and, being eligible, offers himself for re-election to the Supervisory Board.

Mr Spaulding is Senior Vice President and Chief Financial Officer for Walt Disney International. In this capacity, Brian oversees the finance, business development and information technology activities for many of The Walt Disney Company's international operations. Mr. Spaulding joined The Walt Disney Company in 1988 as a Senior Auditor in the company's Management Audit department. Since that time he has held a series of domestic and international positions in the Disney's television, filmed entertainment and corporate groups.

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

The annual accounts for the financial year ended September 30, 2008 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, 2008.

#### **4. Item 6; Approval of the de-listing of the Company**

The Management Board proposes that the shareholders approve the decision of the Management and Supervisory Boards to de-list the Company.

#### **5. Item 7; Authorisation of the Management board to repurchase the Company's shares**

As permitted pursuant to the Company's articles of association and considering that the requirements of section 98 subsection 2 of book 2 of the Dutch Civil Code have been fulfilled, The Management Board proposes, with the approval of the Supervisory Board, to authorise the Management Board to repurchase through the stock market (or by any other means in order to realise transfer of the ownership of the shares to the Company) fully paid up ordinary listed shares in the capital of the Company, which authority shall relate to a maximum of 10 percent of the issued share capital of the Company according to the annual accounts to 30 September 2008 adopted on the 29<sup>th</sup> January 2009 and which authority shall be granted for a period of 18 months commencing on 30<sup>th</sup> January 2009. The Management Board proposes that the price for the shares will be in the range from a minimum of the nominal value of the shares (being EUR 0.25) and a maximum of €11 which amounts are all before statutory tax withholdings.

#### **6. Item 8; 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 only Disney restricted stock units rather than options. The Remuneration Policy has been amended to reflect this and is attached to this Agenda.

#### **7. Item 9; 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 2008.