

NOV 12 2008

FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
OMB Number: 3235-0076  
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THOMSON REUTERS

FORM D

NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY  
Prefix Serial  
DATE RECEIVED

Name of Offering (  check if this is an amendment and name has changed, and indicate change.)  
Offering of shares pursuant to Management Participation Plan.  
Filing Under (Check box(es) that apply):  Rule 504  Rule 505  Rule 506  Section 4(6)  ULOE  
Type of Filing:  New Filing  Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer  
Name of Issuer (  check if this is an amendment and name has changed, and indicate change.)  
Endemol Worldwide Participation B.V.  
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)  
Bergweg 70, 1217 SC Hilversum, The Netherlands +31 35 539 9999  
Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)  
(if different from Executive Offices)  
Brief Description of Business  
Investment special purpose vehicle in context of the Management Participation Plan.

Type of Business Organization  
 corporation  limited partnership, already formed  other (please specify):  
 business trust  limited partnership, to be formed Besloten Vennootschap



Actual or Estimated Date of Incorporation or Organization: 013 018  Actual  Estimated  
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:  
CN for Canada; FN for other foreign jurisdiction) FN

GENERAL INSTRUCTIONS

**Federal:**  
*Who Must File:* All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).  
*When To File:* A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.  
*Where To File:* U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.  
*Copies Required:* Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.  
*Information Required:* A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.  
*Filing Fee:* There is no federal filing fee.  
**State:**  
This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

**ATTENTION**  
Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

van Leeuwen, Kwame

Business or Residence Address (Number and Street, City, State, Zip Code)

Overland House 151-153, Great Portland Street, W1W 6QW London, United Kingdom

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Kerstens, Johannes Petrus Christoffel

Business or Residence Address (Number and Street, City, State, Zip Code)

Graaf Wichmanlaan 56, 1405 HC Bussum, Netherlands

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Moreno Planas, Juan Antonio

Business or Residence Address (Number and Street, City, State, Zip Code)

C/ Rafael Bergamin 5-1, 5 B, 28043 Madrid, Spain

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Jansonius, Willem

Business or Residence Address (Number and Street, City, State, Zip Code)

Knolruskade 54, 3452 AW Vleuten, The Netherlands

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Daniels, Robert

Business or Residence Address (Number and Street, City, State, Zip Code)

Keizersgracht 804 C, 1017 ED Amsterdam, The Netherlands

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

**REGISTRATION INFORMATION**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? .....  Yes  No  
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? ..... \$ 17,000.00
3. Does the offering permit joint ownership of a single unit? .....  Yes  No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)  
 N/A

Business or Residence Address (Number and Street, City, State, Zip Code)  
 N/A

Name of Associated Broker or Dealer  
 N/A

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box  and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$ _____	\$ _____
Equity .....	\$ 925,000.00	\$ 0.00
	<input type="checkbox"/> Common <input type="checkbox"/> Preferred	
Convertible Securities (including warrants) .....	\$ _____	\$ _____
Partnership Interests .....	\$ _____	\$ _____
Other (Specify _____) .....	\$ _____	\$ _____
<b>Total</b> .....	<b>\$ 925,000.00</b>	<b>\$ 0.00</b>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	12	\$ _____
Non-accredited Investors .....	0	\$ _____
<b>Total (for filings under Rule 504 only)</b> .....		<b>\$ _____</b>

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505 .....	_____	\$ _____
Regulation A .....	_____	\$ _____
Rule 504 .....	_____	\$ _____
<b>Total</b> .....		<b>\$ 0.00</b>

4 a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs .....	<input type="checkbox"/>	\$ _____
Legal Fees .....	<input type="checkbox"/>	\$ _____
Accounting Fees .....	<input type="checkbox"/>	\$ _____
Engineering Fees .....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ _____
Other Expenses (identify) .....	<input type="checkbox"/>	\$ _____
<b>Total</b> .....	<input type="checkbox"/>	<b>\$ 0.00</b>

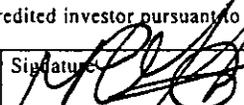
b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer." .....

\$ 925,000.00

5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Other (specify): <u>Proceeds used to fund acquisition of an indirect interest in Endemol B.V.</u> .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ 925,000.00
.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals .....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 925,000.00
Total Payments Listed (column totals added) .....	<input type="checkbox"/> \$ 925,000.00	

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Endemol Worldwide Participation B.V.	Signature 	Date 6 NOVEMBER 2008
Name of Signer (Print or Type) MICHAEL P. OTTE	Title of Signer (Print or Type) ATTORNEY-IN-FACT	
LAWYER WITH CLIFFORD CHANCE LLP		

**ATTENTION**

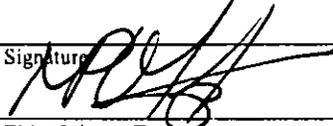
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? .....  Yes  No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Endemol Worldwide Participation B.V.	Signature 	Date 6 NOVEMBER 2008
Name (Print or Type) MICHAEL P. OTE	Title (Print or Type) ATTORNEY - IN - FACT	

LAN YER WITH  
CLIFFORD CHANCE LLP

**Instruction:**

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		x	equity	8					
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									

1	2		3	4				5	
	Intend to sell to non-accredited Investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)			Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MO	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
MT	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
NE	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
NV	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
NH	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
NJ	<input type="checkbox"/>	<input checked="" type="checkbox"/>	equity	1				<input type="checkbox"/>	<input type="checkbox"/>
NM	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
NY	<input type="checkbox"/>	<input checked="" type="checkbox"/>	equity	3				<input type="checkbox"/>	<input type="checkbox"/>
NC	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
ND	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
OH	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
OK	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
OR	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
PA	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
RI	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
SC	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
SD	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
TN	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
TX	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
UT	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
VT	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
VA	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
WA	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
WV	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
WI	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
PR	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>

## POWER OF ATTORNEY

The undersigned, **Endemol Worldwide Participation B.V.**, a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) incorporated under the laws of The Netherlands, having its seat (*statutaire zetel*) at Hilversum, The Netherlands and its registered office at Bergweg 70, 1217 SC Hilversum, The Netherlands and registered with the Dutch Commercial Register (*handelsregister*) under number 32133294 (the "Grantor" or the "Company");

### WHEREAS:

- (A) Certain key managers and employees (the "Eligible Participants") of Edam Acquisition Holding II B.V. ("Holdco II") and its group companies (together: "Endemol Group") will be invited to participate in the management participation plan on terms set out in the letter agreement to be signed by an Eligible Participant as a condition to participation (the "Plan");
- (B) The Plan is intended to offer an appropriate long-term incentive to the Eligible Participants. The plan offers the Eligible Participants the opportunity to align their interest with that of (i) Cyrt Fund II B.V. ("Cyrt"), (ii) GS Capital Partners VI Parallel, L.P., GS Capital Partners VI GmbH & CO. KG, L.P. and Edam Holding S.a r.L. ("GSCP") and (iii) Mediacinco Cartera S.L. ("Mediacinco") and to participate in the long-term growth of the Endemol Group;
- (C) Under the rules of the Plan, the Eligible Participants will be offered to invest in the Endemol Group, through the purchase of shares ("Shares") in the capital of the Company or another corporate entity set up for purposes of the Plan (the "MPP Investment Companies"). The MPP Investment Companies will be a direct or indirect shareholder of Endemol Intermediate B.V. The investment in Holdco II will be acquired, held and administered by Endemol Intermediate B.V.;
- (D) The Shares (including the voting rights thereto) will be pledged in favour of Edam Acquisition Holding I Coöperatief U.A. ("Topco");
- (E) It is envisaged that, in connection with the establishment of the Plan and the rules of the Plan, the Grantor will become a party to the following documents:
  - (i) a set of notarial deeds of issue of shares (*notariële akte van uitgifte van aandelen*) (the "First Issue Deed") in the capital of the Company to each of Stichting Endemol Foundation I, Stichting Endemol Foundation 2 and Topco as subscriber, in conformity with the draft with reference TvD/GCK/eh/5000.091201/70-40051002;
  - (ii) a notarial deed of pledge of shares (*notariële akte van verpanding van aandelen*) (the "Deed of Pledge") in the capital of the Company by Stichting Endemol Foundation 1 and Stichting Endemol Foundation 2, each as pledgor

and in favour of Topco as pledgee, in conformity with the draft with reference TvD/GCK/eh/5000.091201/70-40051002;

- (iii) a notarial deed of sale and transfer (*notariële akte van verkoop en levering van aandelen*) (the "First Transfer Deed") in the capital of Worldwide B.V. by Stichting Endemol Foundation I and Stichting Endemol Foundation 2 each as transferor to certain Eligible Participants each as transferee, in conformity with the draft with reference TvD/GCK/eh/5000.091201/70-40051002;
- (iv) a notarial deed of sale and transfer of shares (*notariële akte van verkoop en levering van aandelen*) (the "Second Transfer Deed") in the capital of Holdco II by Topco as transferor to the Company as transferee, in conformity with the draft with reference TvD/GCK/eh/5000.091201/70-40051002;
- (v) a notarial deed of transfer of shares (*notariële akte van levering van aandelen*) (the "Third Transfer Deed" and together with the First Transfer Deed and the Second Transfer Deed, the "Transfer Deeds") in the capital of Holdco II by the Company to Endemol Intermediate B.V., in conformity with the draft with reference TvD/GCK/eh/5000.091201/70-40051002; and
- (vi) a set of notarial deeds of issue of shares (*notariële akte van uitgifte van aandelen*) (the "Second Issue Deed" and together with the First Issue Deed the "Issue Deeds") in the capital of Endemol Intermediate B.V. to the Company as subscriber, in conformity with the draft with reference TvD/GCK/eh/5000.091201/70-40051002.

**HEREBY GRANTS A POWER OF ATTORNEY ("VOLMACHT") TO:**

1. Willem Jansonius of Cyrte
2. Kwame van Leeuwen of GSCP
3. Juan Antonio Moreno Planas of Mediacinco
4. each of the partners, lawyers or candidate civil law notaries (*kandidaat-notaris*) of the office of Clifford Chance LLP, Droogbak 1A, 1013 GE, Amsterdam, The Netherlands (the "Attorneys"),

individually and with full powers of substitution (*recht van substitutie*) to represent the Grantor in respect of the following:

- (a) to represent the Grantor in connection with all matters arising under or in connection with the Plan and to agree the form and content of, approve, sign, execute and deliver all agreements, letters, instruments, deeds, certificates, consents, requests, mandates and other documents in connection with the Plan (including without limitation the documents, to which the Grantor is expressed to be a party, listed in Schedule 1 of the written resolutions of the management board of the Grantor to be dated on or around 27 March 2008) (the "Documents") and to do all such further acts and sign such

further documents the Attorneys may deem appropriate in connection therewith including but not limited to:

- (i) the Issue Deeds, the Deed of Pledge and the Transfer Deeds, all deeds drawn up by Clifford Chance LLP;
- (b) to amend the shareholders register of the Grantor accordingly;
- (c) to approve and execute on behalf of the Grantor such other agreements, letters, instruments, deeds, certificates, consents, requests, mandates and other documents to do all such other acts and things as the Attorneys shall deem necessary or useful for the purpose of giving effect to the implementation of the Plan and the transactions contemplated in this power of attorney.

The Grantor hereby covenants and agrees to indemnify and to hold harmless each of the Attorneys and any persons designated hereunder from and against any liability they or any one of them might incur for any steps taken in connection with this power of attorney.

This power of attorney is irrevocable.

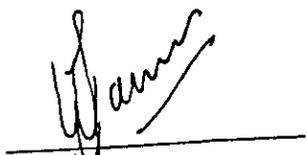
This power of attorney shall expire on 31 March 2009.

This appointment also applies to situations where any of the Attorneys and any person designated hereunder acts as or also acts as the Grantor's counterparty (*wederpartij*), or as representative of the Grantor's counterparty.

The Grantor will ratify and confirm whatever the Attorneys shall lawfully do or cause to be done pursuant to the powers conferred to them hereunder.

This power of attorney is governed by the laws of The Netherlands.

On behalf of Endemol Worldwide Participation B.V. represented by its management board



Name: Willem Jansonius  
Title: Managing director A  
Date: 27 March 2008



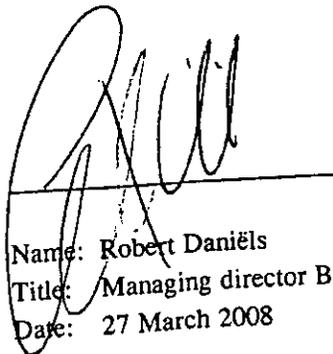
Name: Massimo Musolino  
Title: Managing director A  
Date: 27 March 2008

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Name: Kwame van Leeuwen  
Title: Managing director A  
Date: \_\_\_\_\_ 2008



Name: Marco Bassetti  
Title: Managing director B  
Date: 27 March 2008



Name: Robert Daniëls  
Title: Managing director B  
Date: 27 March 2008

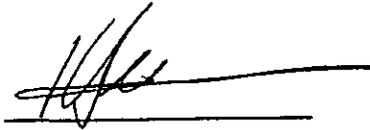
**On behalf of Endemol Worldwide Participation B.V. represented by its management board**

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Name: Willem Jansonius  
Title: Managing director A  
Date: 27 March 2008

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Name: Massimo Musolino  
Title: Managing director A  
Date: 27 March 2008



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Name: Kwame van Leeuwen  
Title: Managing director A  
Date: 27 MARCH 2008

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Name: Marco Bassetti  
Title: Managing director B  
Date: 27 March 2008

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Name: Robert Daniëls  
Title: Managing director B  
Date: 27 March 2008

**END**