

Company No 00353341

THURSDAY



LD2

09/04/2015

#114

COMPANIES HOUSE

FremantleMedia Group Limited (the "Company")

Written Resolutions of the sole Member of the Company

Circulation date 24 November 2014

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolutions are passed (the "Resolutions") Resolutions one and two are proposed as ordinary resolutions

ORDINARY RESOLUTIONS

- 1 THAT the provision of the Company's memorandum as to authorised share capital which is now treated as a provision of the Company's Articles of Association setting out the maximum amount of shares which may be allotted by the Company by virtue of Paragraph 42 of Schedule 2 of the Act (Commencement No 8, Transitional Provisions and Savings) Order 2008 be removed from the Company's Articles of Association
- 2 THAT the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Act to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to a nominal amount of GBP 0.25, such authority to apply in substitution for all previous authorities pursuant to Section 551 of the Act and to expire on 31 January 2015 but so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority given by this resolution has expired

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions

The undersigned, being a person entitled to vote on the Resolutions on 24 November 2014, hereby irrevocably agrees to all of the Resolutions

Signed for and on behalf of **RTL Group S.A** by

Guillaume de Posch
(Co-Chief Executive Officer)

Date 24 November 2014

and

Elmar Heggen
(Chief Financial Officer)

Date 24 November 2014

Resolution one was passed as an ordinary resolution on ~~7~~²⁴ November 2014

Resolution two was passed as an ordinary resolution on ~~24~~²⁴ November 2014

In each case, the signatory being the sole member of the Company

Heeran Faudsy
Secretary