

**Written Resolution of Members in Lieu of  
Meeting Pursuant to Companies Act 1985, s 381A**

COMPANY NUMBER 2923807

**WRITTEN RESOLUTION OF  
CHANNEL AZUR DIGITAL TELEVISION PLC**

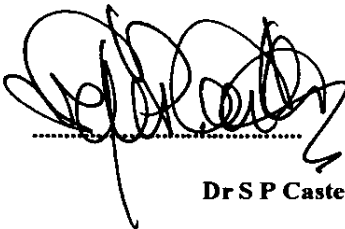
Date 25 April 2010

**WRITTEN RESOLUTION**

We, the undersigned, being all the members of the company who, at the date of this resolution would be entitled to attend and vote at general meetings of the company, **HEREBY PASS** the following resolution as a Special Resolution and agree that the said resolution shall, for all purposes, be as valid and effective as if the same had been passed by us all at a general meeting of the company duly convened and held

**SPECIAL RESOLUTION**

That, in accordance with s249AA(1) of the Companies Act 1985 the Company being entitled to exemption, the Members have not required the company to obtain an audit in accordance with s249B(2) of the Companies Act 1985

  
.....  
**Dr S P Castell**

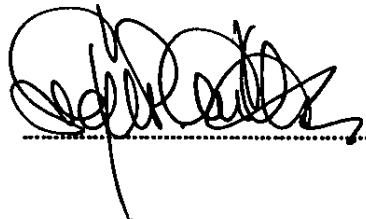
spc 25 04 2010



**MINUTES of the Annual General Meeting of Channel Azur Digital Television plc held at 20 Grange Road, Wickham Bishops, Essex CM8 3LT on 25 April 2010**

Present Dr S P Castell, Director and Chairman  
Mr D S M Castell, Secretary

- 1 The Secretary read the Director's Minute dispensing with the Statutory Notice convening the Meeting
- 2 The Chairman laid before the Meeting the Balance Sheet as at 27 October 2009 for the Company as prepared by the Director. It was resolved that this Balance Sheet be and is hereby adopted by the Company
- 3 The Chairman laid before the Meeting the Written Resolution of Members in Lieu of Meeting Pursuant to Companies Act 1985, s 381A, dated 25 April 2010 "That, in accordance with s249AA(1) of the Companies Act 1985 the Company being entitled to exemption, the Members have not required the company to obtain an audit in accordance with s249B(2) of the Companies Act 1985" This Resolution was confirmed *nem con*, and is and remains in force
- 4 It was resolved that the Balance Sheet as at 27 October 2009, together with a Statement from the Director that, in accordance with s249AA(1) of the Companies Act 1985, the Company was entitled to exemption, and the Annual Return made up to 28 April 2010, should be transmitted to Companies House by the Secretary
- 5 There being no further business the Meeting was terminated.



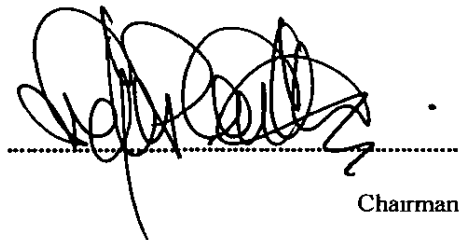
.....

Chairman

**MINUTES of a Meeting of the Board of Channel Azur Digital Television plc held at 20 Grange Road, Wickham Bishops, Essex CM8 3LT on 25 April 2010**

Present Dr S P Castell, Director and Chairman  
Mr D S M Castell, Secretary

- 1 It was noted that the Company had not traded in the financial period to 27 October 2009. The Chairman laid before the Meeting the Balance Sheet of the Company as at 27 October 2009. This was approved for submission to the Annual General Meeting of the Company.
- 2 The Chairman stated that the Annual General Meeting would be asked to confirm that the Written Resolution of Members in Lieu of Meeting Pursuant to Companies Act 1985, s 381A, dated 25 April 2010 "That, in accordance with s249AA(1) of the Companies Act 1985 the Company being entitled to exemption, the Members have not required the company to obtain an audit in accordance with s249B(2) of the Companies Act 1985", be and remain in force.
- 3 The Chairman proposed and it was resolved that as all Members were present, the Statutory Notice for convening of the Annual General Meeting be dispensed with and that the Meeting be held forthwith.
- 4 There being no further business the Meeting was then terminated.



Chairman

