

Orion Media (East Midlands) Limited

(the "Company")

Minutes of a meeting of the directors of the Company held at via conference call on
10 June 2016 at 11.30a m/pm

Present

Paul Anthony Keenan
Sarah Jane Vickery
Deidre Ann Ford

In attendance:

1 Chairman

It was resolved that PAUL KEENAN be appointed chairman of the meeting

2 Notice and Quorum

2.1 The chairman noted that due notice of the meeting had been given to each director of the Company (the "Directors") and that a quorum was present. Accordingly the chairman declared the meeting duly convened and constituted.

2.2 The chairman drew the attention of the Directors to the need, as always, when considering whether or not to approve any proposal before the meeting to be mindful of their general duties to the Company, set out in the Companies Act 2006 (the "2006 Act"). In particular, a Director must act in the way he considers, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, and in doing so have regard to the factors set out in section 172 of the 2006 Act (and any other relevant matters).

3 Background and Purpose of Meeting

3.1 The Chairman reported that the business of the meeting was to

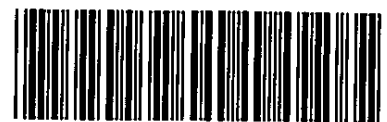
- (a) approve the adoption of new articles of association of the Company (the "New Articles"), and
- (b) approve the change of registered address of the Company to Media House, Peterborough Business Park, Lynch Wood, Peterborough, PE2 6EA

4 Directors' Interests

4.1 Each of the Directors was asked to declare

- (a) any situation in which he could have a direct or indirect interest (or duty) that conflicts, or possibly may conflict, with the interests of (or his duties to) the Company, with a view to determining with the board how the situation should be dealt with (to the extent such situation had not previously been duly declared and authorised, where required), and

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- (b) the nature and extent of any direct or indirect interest he has in a proposed (or existing) transaction or arrangement with the Company (to the extent such interest had not previously been duly declared, where required),

whether as a result of any of the matters to be considered at the meeting or any other matter

- 4 2 Each Director present declared the nature and extent of their interest in the matters to be considered at the meeting in accordance with the requirements of section 177 of the Companies Act 2006 and the Company's articles of association. It was noted that, pursuant to the article 39 of the Company's articles of association, the Directors may vote and form part of the quorum in relation to any proposed transaction or arrangement in which they are interested

5 Documents

- 5 1 The following documents were produced to the meeting

- (a) a written resolution of the sole member of the Company adopting new articles of association of the Company (the "**Written Resolution**"), and
- (b) a draft of the New Articles

6 Resolutions

- 6 1 The Directors considered their duties generally, including amongst other things their duty under section 172 of the Companies Act 2006 to promote the success of the Company and their duty to have regard to the factors set out at subsection 1(a) to (f) of that section, and after due and careful consideration of such matters, **IT WAS RESOLVED** that

- (a) the form of the Written Resolution be approved and any Director be instructed to circulate and recommend the Written Resolution to the sole member of the Company for execution,
- (b) subject to the receipt of a duly passed Written Resolution, the New Articles be adopted to the exclusion of the current articles of association of the Company, and
- (c) that the change of registered address of the Company to Media House, Peterborough Business Park, Lynch Wood, Peterborough, PE2 6EA be approved

7 Filing

The chairman instructed any Director to make all necessary and appropriate entries in the books and registers of the Company and to arrange all necessary and appropriate forms and documents to be filed at Companies House (including, without limitation Form AD01 in relation to the change of registered address of the Company, the Written Resolution and the New Articles)

8 Termination of the Meeting

There being no further business, the chairman declared the meeting closed


Chairman