

Company Number: 03336416

TUESDAY



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13/03/2012

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COMPANIES HOUSE

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF

LION TELEVISION LIMITED

(the "Company")

The following written resolution of the Company was duly passed on 28 February 2012 in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (as amended) as a Special Resolution

SPECIAL RESOLUTION

THAT the articles of association of the Company be altered by the inclusion of the following new Article as Article 27:

Shares Subject to Security Interests

(1) Transferability

(a) Notwithstanding anything contained in these Articles:

- (i) the directors (or director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any such shares; and
- (ii) a holder of shares in the Company is not required to comply with any provision of the Articles which restricts the transfer of shares or which requires any such shares to be first offered to all or any current shareholders of the Company before any transfer may take place,

where in any such case the transfer is or is to be:

- (A) executed by a bank or institution to which such shares have been mortgaged or charged by way of security (or by any nominee of such bank or institution) pursuant to a power of sale under such security,
- (B) executed by a receiver or manager appointed by or on behalf of any such bank or institution under any such security; or

- (C) to any such bank or institution (or to its nominee) pursuant to any such security
- (b) A certificate by any officer of such bank or institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts
- (c) Notwithstanding anything contained in these Articles, Regulation 24 of Table A shall not apply

(2) Lien

Notwithstanding any other provisions in these Articles, any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution or which are transferred in accordance with the provisions of this article

(3) Pre-emption

Notwithstanding any other provision of these Articles, any rights of pre-emption described shall not apply in respect of any shares which are charged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution



Director



Name