

Company Number: 3376809

City Television Network Limited

Written Resolution of the Members

We, the undersigned, being all the members of the above Company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby unanimously pass the following resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held

It is resolved that the Articles of Association be amended by the insertion of the below Article in substitution for the existing Article 14

"14. Quorum for directors' meetings

- (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting*
- (2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but unless fixed it is two*
- (3) Where there is only one director, he may exercise all the powers conferred on him by these articles "*

Dated this 4th day of January 2010

For and on behalf of
MGN Limited



For and on behalf of
MirrorTel Limited

FRIDAY



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COMPANIES HOUSE