

Company Number 3695399

19 MERCHANDISING LIMITED

(the "Company")

SOLE MEMBER'S WRITTEN RESOLUTIONS

2 AUGUST 2012 (the "Circulation Date")

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

ORDINARY RESOLUTIONS

- 1 THAT authorisation of any conflict of interest may be given by the directors of the Company in accordance with section 175(5)(a) of the Companies Act 2006
2. THAT any actual or potential conflict of interest that may arise by reason of any existing or future director of the Company being a shareholder of the Company, or being or becoming a director or other officer of, or employed by or otherwise interested in, any body corporate which is a parent undertaking or subsidiary undertaking (as those terms are defined in section 1162 of the Companies Act 2006) of the Company, or any subsidiary undertaking of any parent undertaking of the Company, or any body corporate in which such parent undertaking or subsidiary undertaking is interested, be and is hereby authorised and ratified

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

BY ORDER OF THE BOARD

Thomas P Benson

Director

AGREEMENT

WE THE UNDERSIGNED, being the sole member of the Company entitled to vote on the Resolutions on the Circulation Date, HEREBY IRREVOCABLY AGREE to the Resolutions

Thomas P Benson

Dated **2 AUGUST** 2012

Director
for and on behalf of
19 Entertainment Limited

WEDNESDAY



A31 *A1FCXM01* 15/08/2012 #7
COMPANIES HOUSE

NOTES

- 1 To signify your agreement to the Resolutions you should sign and date this document where indicated above and return it to the Company by attaching a scanned copy of the signed document to an email and sending it to Andrew.Wilson@coremediagroup.com
- 2 Once you have signified your agreement to the Resolutions you may not revoke your agreement
- 3 Unless within 28 days of the Circulation Date (where the date of circulation counts as day one) sufficient agreement has been received for the Resolutions to pass, they will lapse