

**The Companies Act 2006**

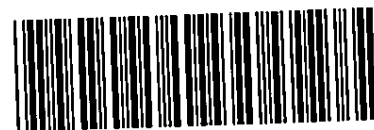
**Private company limited by shares**

**Written resolutions**

**of**

**Where Are You Now? Limited**

THURSDAY



\*LHSJO38C\*

LD5

18/09/2008

COMPANIES HOUSE

22

14 November 2007 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of Where Are You Now? Limited (the "**Company**") propose that:

**Special Resolutions;**

1. Regulation 2 of the Company's articles of association (the "**Articles**") shall be deleted in its entirety and the following replaced therefor.

"The authorised share capital of the Company at the date of adoption of these Articles is £1,050 divided into 918,192 Ordinary Shares of £0 001 each and 131,808 A Preferred Shares of £0 001 each", and

- 2 The first resolution set out in the written resolution dated 10 November 2006 (an extract of which is set out in italics below) in respect of the re-designation of 81,806 A Ordinary Shares be and it is amended so that the number of A Ordinary Shares re-designated to A Preferred Shares on 10 November 2006 was 81,808 A Ordinary Shares of £0 001 each

*Extract from written resolution dated 10 November 2006*

*"I That conditional upon the completion of an acquisition by Esprit Capital Partners of 81,806 shares currently held by Peter David Ward, Jerome Roger Leonard Touze, Michael Robert Lines and Nigel Chambers (the "Acquisition"), 81,806 of the authorised and issued A Ordinary Shares of the Company be re-designated as A Preferred Shares of £0 001 each"*

**Important:**

**Please read the notes at the end of this document before signifying your agreement to the Resolutions.**

The undersigned, being persons entitled to vote on the resolutions on the Circulation Date, hereby irrevocably agree to the Special Resolutions

Name Jerome Touze

Number of Ordinary Shares 106,915

Date

Signed

Name Michael Lines

Number of Ordinary Shares 106,915

Date

Signed

Name Andy Philips

Number of A Preferred Shares 681

Date

Signed

Name Constant Tedder

Number of A Preferred Shares 5,454

Date

Signed

duly authorised signatory  
for and on behalf of  
Esprit Capital I Fund No 2 LP

Number of A Preferred shares 64,637

Date

Signed

duly authorised signatory  
for and on behalf of  
Dotcom Investment Holdings Inc

Name Peter Ward

Number of Ordinary Shares 106,915

Date

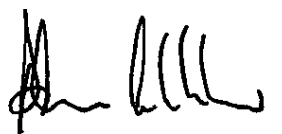
Signed

Name Nigel Chambers

Number of Ordinary Shares 26,447

Date

Signed



\*Name Adrian Critchlow

Number of A Preferred Shares 681

Date

14 / 11 / 07

Signed

duly authorised signatory  
for and on behalf of  
Howzat Media LLP

Number of A Preferred shares 5,454

Date

Signed

duly authorised signatory  
for and on behalf of  
Esprit Capital I Fund No 1 LP

Number of A Preferred shares 44,440

Date

Signed

Name Brent Hoberman

Signed

Name Jerome Touze

Number of Ordinary Shares 106,915

Date

Signed

Name Michael Lines

Number of Ordinary Shares 106,915

Date

Signed

Name Andy Philips

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Dotcom Investment Holdings Inc

Number of A Preferred shares 1,363

Date 14 November 2007

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Date 14 November 2007

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Number of Ordinary Shares 26,447

Date 14 November 2007

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Name Adrian Critchlow

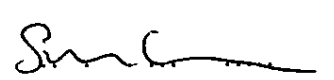
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for and on behalf of  
Esprit Capital I Fund No 1 LP

Number of A Preferred shares 44,440

Date 14 November 2007

Signed 

Name Brent Hoberman

Number of Ordinary Shares 14,976

Date 14 November 2007