

Company number 04795051

Splash News UK Limited (the "Company")

**Written resolution of the board of directors of the Company
passed on 8 August 2011**

We, the undersigned, being all of the directors of the Company being entitled to receive notice of, attend and vote at board meetings of the Company, pass the following resolutions in accordance with article 92 of the Company's articles of association (the "**Articles**") and confirm that the said board resolutions shall for all purposes be as valid and effective as if the same had been passed at a board meeting of the Company duly convened and held

- 1 **That** the change of name of the Company to "News Wrap UK Limited" be and it is approved
- 2 **That** the written resolution (the "**Written Resolution**") in the form attached to this resolution for the purposes of identification be and it is approved and that the secretary of the Company be instructed to send a copy of the Written Resolution to the sole shareholder of the Company for signature
- 3 **That** the secretary of the Company be and is instructed to file the Written Resolution and form NM01 with the Registrar of Companies in connection with the above matter and to update the Company's statutory books and other records as appropriate



Gary Morgan

Kevin Smith

TUESDAY



LD1 *L5DBCWJ5* 09/08/2011
COMPANIES HOUSE

58

Company no. 04795051

The Companies Act 2006
Private company limited by shares
Written resolution
of
Splash News UK Limited

8th August 2011 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of Splash News UK Limited (the "Company") propose that the resolution below is passed as a special resolution (the "Special Resolution")

Special Resolution

That the Company's name be and it is changed to "News Wrap UK Limited"

Important

Please read the notes at the end of this document before signifying your agreement to the Special Resolution

The undersigned, being the sole member entitled to vote on the resolution on the Circulation Date, hereby irrevocably agrees to the Special Resolution

Signed



Name Kevin Smith

Number of ordinary shares 1

Date 8 August 2011

Notes

- 1 If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- By hand (by delivering the signed copy to Osborne Clarke, One London Wall, London EC2Y 5EB marked for the attention of Jenny Reid)
- By post (by returning the signed copy to Osborne Clarke, One London Wall, London EC2Y 5EB marked for the attention of Jenny Reid)

Please note that return of this document will not be accepted by fax or email

- 2 **The resolution will lapse if sufficient votes in favour of it have not been received by the end of the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one)** Unless you do not wish to vote on the resolution, please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against the resolution

- 3 Once you have signified your agreement to the resolutions such agreement cannot be revoked

If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4795051

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

SPLASH NEWS UK LIMITED

a company incorporated as private limited by shares; having its registered
office situated in England/Wales; has changed its name to:

NEWS WRAP UK LIMITED

Given at Companies House on **9th August 2011**



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES