

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

CENTAUR MEDIA PLC

(Passed 17 November 2010)

SATURDAY



At the ANNUAL GENERAL MEETING of the above-named Company, duly convened and held at St Giles House, 50 Poland Street, London W1F 7AX on 17 November 2010 at 12p m the following resolutions were passed as ordinary and special resolutions

ORDINARY RESOLUTION

11. That for the purposes of section 551 Companies Act 2006 (the "Act") (and so that expressions used in this resolution shall bear the same meanings as in the said section 551)
 - 11.1 the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot shares and to grant such subscription and conversion rights as are contemplated by sections 551(1)(a) and (b) of the Act respectively up to a maximum nominal amount of £4,696,628 60 to such persons and at such times and on such terms as they think proper during the period expiring at the next Annual General Meeting of the Company (unless previously revoked or varied by the Company in general meeting), and further
 - 11.2 the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (as defined in section 560 of the Act) in connection with a rights issue in favour of the holders of equity securities and any other persons entitled to participate in such issue where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as maybe) to the respective number of equity securities held by them up to an aggregate nominal amount of £4,696,628 60 during the period expiring at the next Annual General Meeting of the Company (unless previously revoked or varied by the Company in general meeting) subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory,

- 11.3 the Company be and is hereby authorised to make prior to the expiry of such period any offer or agreement which would or might require such shares or rights to be allotted or granted after the expiry of the said period and the Directors may allot such shares or grant such rights in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution, so that all previous authorities of the Directors pursuant to section 80 of the Companies Act 1985 be and are hereby revoked

SPECIAL RESOLUTIONS

12. That the Directors be and are empowered in accordance with section 571 Companies Act 2006 (the "Act") to sell treasury shares (as defined in section 724 of the Act) and, subject to the passing of resolution 12 set out in the Notice convening this Meeting, make other allotments of equity securities (as defined in section 560 of the Act) for cash, pursuant to the authority conferred on them to allot such shares or grant such rights by that resolution, in each case as if section 561(1) and sub-sections (1) - (6) of section 562 of the Act did not apply to any such sale or any such allotment, provided that the power conferred by this resolution shall be limited to
- 12.1 the allotment of equity securities in connection with an issue or offering in favour of holders of equity securities (but in the case of the authority granted under resolution 11 2 by way of a rights issue only) and any other persons entitled to participate in such issue or offering (other than the Company itself in respect of any shares held by it as treasury shares) where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective number of equity securities held by or deemed to be held by them on the record date of such allotment, subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory, and
- 12.2 the allotment (otherwise than pursuant to paragraph 12 1 above) of equity securities up to an aggregate nominal value not exceeding £704,494 20, and this power, unless renewed, shall expire at the next Annual General Meeting of the Company but shall extend to the making, before such expiry, of an offer or agreement which would or might require an allotment of equity securities to be made after such expiry and the Directors may make an allotment of equity securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired
13. That the Company be and is hereby generally and unconditionally authorised for the purpose of section 70 Companies Act 2006 to make market purchases (as defined in section 693 of the said Act) of ordinary shares of 10p each in the capital of the Company ("ordinary shares") provided that

- 13.1 the maximum number of ordinary shares hereby authorised to be purchased is 14,089,885 with an aggregate nominal value of £1,408,988 50,
- 13.2 the minimum price (exclusive of expenses) which may be paid for such ordinary shares is 10p per share, being the nominal amount thereof,
- 13.3 the maximum price (exclusive of expenses) which may be paid for such ordinary shares shall be an amount equal to the higher of (i) 5% above the average of the middle market quotations for such shares taken from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made and (ii) the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System SETS,
- 13.4 the authority hereby conferred shall (unless previously renewed or revoked) expire on the earlier of the end of the next Annual General Meeting of the Company and the date which is 18 months after the date on which this resolution is passed, and
- 13.5 the Company may make a contract to purchase its own ordinary shares under the authority conferred by this resolution prior to the expiry of such authority, and such contract will or may be executed wholly or partly after the expiry of such authority, and the Company may make a purchase of its own ordinary shares in pursuance of any such contract

ORDINARY RESOLUTION

14. That, where the Company holds shares in treasury in accordance with section 724 Companies Act 2006 (the "Act"), the Company be and is hereby authorised to transfer such shares or sell such shares for cash (or any of them) for the purposes of or pursuant to an employees' share scheme provided that this resolution shall be without prejudice to the generality of sections 727 and 729 of the Act

SPECIAL RESOLUTIONS

15. That a general meeting of the Company other than an Annual General Meeting may be called on not less than 14 clear days' notice


Director