

Company number 5319264

## ORDINARY AND SPECIAL RESOLUTIONS

OF

**MOTIVE TELEVISION PLC**  
(the "Company")

Passed on 25 April 2012

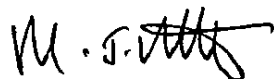
At an annual general meeting of the Company duly convened and held at Merchant Securities Limited, 51-55 Gresham Street, London EC2V 7EL on 25 April 2012 at 11 00 p m , the following resolutions were duly passed as ordinary and special resolutions

### ORDINARY RESOLUTION

- 7 THAT, in substitution for any existing and unexercised authorities, the Directors be and they are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot equity securities (within the meaning of section 560 of the Act) up to an aggregate nominal amount of £4,500,000 The authority conferred by this resolution shall expire on the date of the next annual general meeting of the Company (unless previously renewed, varied or revoked by the Company in general meeting) provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred hereby has expired

### SPECIAL RESOLUTION

- 8 THAT, in substitution for any existing and unexercised authorities, the Directors be and they are hereby empowered pursuant to sections 570(1) and 570(2) of the Act to allot equity securities wholly for cash pursuant to the authority conferred by resolution 7 above as if section 561(1) of the Act did not apply to any such allotment, provided that the power conferred by this resolution shall expire at the conclusion of the next annual general meeting of the Company (unless previously renewed, varied or revoked by the Company), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred hereby has expired and that all previous authorities under sections 570(1) and 570(2) of the Act be and they are hereby revoked (and in this resolution the expression "equity securities" and references to the "allotment of equity securities" shall bear the same respective meaning as in section 561(1) of the Act), and this power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 561(1) if the Act as if in the first paragraph of this resolution the words "pursuant to the authority conferred by resolution 7 above" were omitted



Chairman of the meeting

