

Company no. 5319264

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

Motive Television plc

Company Number: 05319264

(the "Company")

(passed on 26 August 2015)

THURSDAY



A11

10/09/2015

#268

COMPANIES HOUSE

At a General Meeting ("**AGM**") of the Company held at the offices of Cooley (UK) LLP, Dashwood, 69 Old Broad Street, London EC1M 1QS on Wednesday 26 August 2015 at 11 00 am, the following resolutions were passed of which resolution 1 was passed as an ordinary resolution and resolution 2 was passed as a special resolution:

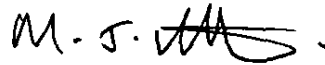
ORDINARY RESOLUTION

- 1 THAT, subject to Resolution (2) being passed, the 22,256,422,122 ordinary shares of £0 00005 each in the issued share capital of the Company be sub-divided into
 - (a) 22,256,422,122 new ordinary shares of £0 0000005 each, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing ordinary shares of £0 00005 each in the capital of the Company as set out in the Company's articles of association for the time being, and
 - (b) 22,256,422,122 new deferred C Shares of £0 0000495 each, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing deferred and deferred shares of £0 000045 each in the capital of the Company as set out in the Company's articles of association for the time being, and
 - (c) conditional upon the subdivisions of the existing ordinary shares outlined at (a) and (b) above the 22,256,422,122 new ordinary shares of £0 0000005 each be consolidated into 222,564,221 ordinary shares of £0 00005 each, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing ordinary

shares of £0 00005 each in the capital of the Company as set out in the Company's articles of association for the time being

SPECIAL RESOLUTION

- 2 THAT, subject to Resolution (1) being passed, the Company's articles of association be amended as follows
 - (a) inserting the following wording as a definition in article 2 1 ""Deferred C Shares" deferred shares of £0 0000495 each in the capital of the Company which shares have the same rights and subject to the same restrictions as those attaching to the Deferred Shares and ranking pari passu with the Deferred Shares,"



CHAIRMAN