

Company number 05717612

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**of**  
**BLINKBOX MUSIC LIMITED**  
**(the "Company")**

Circulated on.....14th MAY.....2015 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**2006 Act**"), the undersigned, being the sole shareholder of the Company who at the Circulation Date (as defined in s 290 of the 2006 Act) is entitled to vote on this resolution, hereby agrees to the passing of the following resolution as a special resolution (the "**Resolution**") pursuant to s 288(3)(b) and s 292 of the 2006 Act by way of written resolution

**SPECIAL RESOLUTION**

THAT the articles of association of the Company be amended by deleting the existing article 9 in its entirety and replacing it with a new article 9 in the following terms

**9 HOLDING COMPANY POWERS**

9.1 For so long as Guvera UK Limited (the "**Holding Company**"), or any subsidiary of the Holding Company, shall be the holder of not less than 90 per cent of the issued ordinary shares of the Company, the following provisions shall apply and to the extent of any inconsistency shall have overriding effect as against all other provisions of these Articles

- (a) the Holding Company may at any time and from time to time appoint any person to be a director or remove from office any director howsoever appointed but so that his removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company, and
- (b) any or all powers of the directors shall be restricted in such respects and to such extent as the Holding Company may by written notice to the Company from time to time prescribe

Any such appointment, removal, consent or notice shall be effected by an instrument in writing signed on behalf of the Holding Company by any director or other person authorised for such purpose and shall take effect upon the date of execution of such written instrument or at such later date as may be specified in such written instrument. The written instrument or a copy thereof shall be delivered to the Company following execution and such delivery shall be effective if made to a person nominated by a director of the Holding Company or to the person appointed thereby

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- 9 2 No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the directors have been in any way restricted or as to whether any requisite consent of the Holding Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the directors

## AGREEMENT

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

The undersigned, the sole shareholder entitled to vote on the Resolution hereby irrevocably agrees to the Resolution

Signed by  
**GUVERA UK LIMITED**  
acting by a director

P.A. Clerk

14th May 2015

Date

## NOTES

1 If you agree with 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 or By Post** delivering the signed copy to Blinkbox Music Limited at

**By E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to  
Please enter 'Written resolution dated 2015' in the e-mail subject box

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement

3 Unless by the date that is 28 days from the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us before or during this date

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members

5 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