

COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

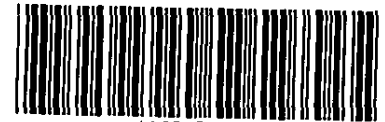
WRITTEN RESOLUTION

OF

MARKCO MEDIA LIMITED

COMPANY NUMBER: 06327961

FRIDAY



A33 "A2BIGKMV" 28/06/2013 #391
COMPANIES HOUSE

CIRCULATION DATE: 24th June 2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution(s) be passed (the "**Resolution(s)**"):

SPECIAL RESOLUTIONS

Creation of "S" Ordinary Shares and amendment of Articles

- 1 THAT subject to the passing of resolution 2 below, the existing Articles of Association of the Company ("**Articles**") be and are hereby amended by the creation of a new class of share comprising 1 "S" Ordinary Share of £100 in addition to the Company's existing share capital having the following rights and restrictions

Income - the "S" Ordinary Share shall carry rights to participate in income profits and distributions either as a single class of share, or together with all existing shares in the Company (as if the same constituted a single class of shares), as the board may recommend from time to time,

Capital - the "S" Ordinary Shareholders shall not be entitled to a return of assets (whether on liquidation, capital reduction or otherwise) beyond its nominal value,

Voting - the "S" Ordinary Share shall be non-voting shares;

Non - Redeemable - the "S" Ordinary Share shall be non-redeemable,

Transferrability - the "S" Ordinary Share shall be freely transferrable by the holder thereof, notwithstanding any contrary provision in the Articles

3

Authority to allot shares

- 2 THAT, in accordance with section 551 of the Companies Act 2006 ("2006 Act"), the directors of the Company ("Directors") be generally and unconditionally authorised to allot one (1) "S" Ordinary Shares in the capital of the Company up to an aggregate nominal amount of £100 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on a date five years from the date of this resolution. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act but without prejudice to any allotment of shares or grant of rights already made or offered or agreed to be made pursuant to such authorities.

Disapplication of pre-emption rights

- 3 That subject to the passing of the resolution 3 above and in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 3, as if section 561(1) of the 2006 Act did not apply to any such allotment.

Adoption of new Articles of Association

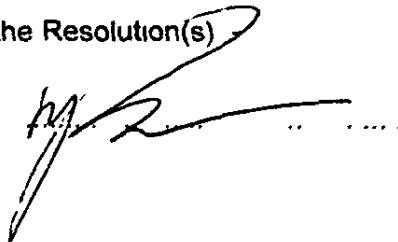
- 4 That due to the foregoing allotment, the regulations set forth in the printed document attached to this resolution, and for the purpose of identification marked with an 'A' be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all the existing Articles thereof.

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolution(s) on the Circulation Date stated above, hereby irrevocably agrees to the Resolution(s)

Signed



Mark Alan Pearson
Date

Signed

(insert name of shareholder)

Date

NOTES TO SHAREHOLDERS RESOLUTION

1 If you agree with the Resolution(s), 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** delivering the signed copy to the Company Secretary
- **Post** returning the signed copy by post to the Company's Registered Office.
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to the Company Secretary

If you do not agree to the Resolution(s), 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(s), you may not revoke your agreement

3 Unless, by a date 28 days following the circulation date, 75% sufficient agreement has been received for the Resolution(s) to pass, they will lapse If you agree to the Resolutions, 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

Markco Media Limited

Minutes of a meeting of the board of directors of Markco Media Limited ("Company")
held at 4, Maguire Street, Butlers Wharf, London on 24th June 201 at 3:00 pm

PRESENT:

NAME

Mark Alan Pearson

(Chair)



A33

28/06/2013
COMPANIES HOUSE

#390

1. NOTICE AND QUORUM

The Chair reported that due notice of the meeting had been given and that a quorum was present Accordingly, the Chair declared the meeting open

2. DECLARATIONS OF INTEREST

- 2.1 The following directors declared the nature and extent of their interest in the proposed transaction and other arrangements to be considered at the meeting in accordance with section 177 of the Companies Act 2006 and the Company's articles of association as follows

NAME

NATURE AND EXTENT OF INTEREST

Mark Alan Pearson

Shareholder in Company

- 2.2 It was noted that pursuant to the Company's articles of association a director may vote and form part of the quorum in relation to any proposed transaction or arrangement in which they are interested

3. BUSINESS OF THE MEETING

The Chair reported that the business of the meeting was to consider and, if thought fit, approve

3 1 the creation of a new "S" Ordinary Share class ("**New Share Class**"), and
adopt new Articles of Association providing for multiple classes of shares and
their respective rights, and

3 2 the proposed issue of the new "S" Ordinary Shares.

4. **RESOLUTION OF MEMBERS**

4 1 In connection with the proposed creation of the New Share Class and the adoption of
new Articles of Association, there was produced to the meeting a form of written
shareholder resolutions ("**Resolutions**") together with the proposed new Articles of
Association

5. **RESOLUTIONS**

The directors resolved to approve the proposed creation of the New Share Class
and the adoption of the new Articles of Association and the form of the Resolutions.

6. **ADJOURNMENT**

6 1 The meeting was adjourned so that the Resolutions and the Articles of Association
could be submitted to the members of the Company and, if thought fit, passed in
accordance with the procedures and requirements of sections 283, 288-300 of the
Companies Act 2006

6 2 After a short adjournment, the meeting reconvened when it was reported that the
Resolutions had been duly signed and adopted

7 **ISSUE OF NEW "S" ORDINARY SHARE**

7 1 It was reported that it was proposed to allot to Mrs F Gower one (1) "S" Ordinary
Share of £100 in the capital of the Company, for the consideration of £100

7 2 It was resolved to

- (a) allot to Mrs Gower one "S" Ordinary share of £100, and
- (b) authorise any director of the Company to do all such acts and things and
agree and execute on behalf of the Company all such other documents to
which the Company is a party and all other documents as may be required
in order to allot the share and generally to sign all such certificates and
notices and other documents as may be required, subject in each case to
such amendments as those executing the same on behalf of the Company
think fit

8. FILING


8.1 The Chair requested that all necessary and appropriate entries in the books and registers of the Company be made and to arrange for delivery to the Registrar of Companies of

(a) the Resolutions confirming i) creation of the New Share Class ii) the adoption of new Articles of Association together with a clean print of the new Articles of Association and iii) directors' authority to allot the "S" Ordinary Share, and

(b) Form SH01 (return of allotments)

9. CLOSE

There was no further business and the Chair declared the meeting closed.



Chair

24th June 2013