

Company Number 06866266

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**of**  
**RESEARCH MEDIA LIMITED**  
**(the "Company")**

Circulation Date – *18 November* 2016

In accordance with the written resolution procedure in chapter 2 of part 13 of the Companies Act 2006, the following resolutions were duly passed on *18/11/* 2016 as a special resolution

**SPECIAL RESOLUTIONS**

- 1 **THAT** the Company's articles of association be amended by the insertion of a new article 7 immediately after the existing article 6 as follows -

"Notwithstanding any other provision of these articles

- (a) the directors shall not decline to register or delay in registering any transfer of any share,
- (b) no holder of shares in the Company will be required to comply with any provision of these articles which restricts the transfer of shares or which requires any shares to be first offered to all or any current shareholders of the Company before any transfer may take place, and
- (c) no holder of shares in the Company will have any right under these articles or otherwise to require such shares to be transferred to them whether for consideration or otherwise

where such transfer is -

- (i) to any bank, institution or other person to which such shares have been charged by way of security, or to any nominee or delegate of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "**Secured Institution**"), or
- (ii) delivered to the Company for registration by a Secured Institution or its nominee or delegate in order to perfect its security over the shares, or
- (iii) executed by a Secured Institution or its nominee or delegate pursuant to a power of sale or other power existing under such security,

and the directors shall forthwith upon receipt register any such transfer of shares "

- 2 **THAT** the Company's articles of association be amended by the insertion of a new article 9 immediately after the existing article 8 as follows -



"Notwithstanding anything contained in these articles, the directors (or director if there is only one) of the Company may not exercise its rights of lien over shares that have been mortgaged, charged or pledged by way of security to a Secured Institution "

A handwritten signature in black ink, appearing to read "J. Low". The signature is fluid and cursive, with a large initial "J" and a stylized "Low".

Director