

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF THE SOLE MEMBER ENTITLED TO VOTE
of
STYLUS MEDIA GROUP LIMITED
(the Company)

Circulated on

08 February 2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**), the sole director of the Company proposes that the resolution number 1 is passed as an ordinary resolution of the sole voting member of the Company and that resolution 2 is passed as a special resolution of the sole voting member of the Company. The resolutions set out below are referred to in this document as the **Resolutions**.

ORDINARY RESOLUTION

1 **THAT**, in accordance with section 551 of the Act, the directors be unconditionally authorised to allot shares in the capital of the Company up to an aggregate nominal amount of £2,001,500, consisting of:

- (i) 2,000,000 Preference Shares (as defined in the articles of association of the Company (the **Articles**)), and
- (ii) 1,500 B Ordinary Shares (as defined in the Articles).

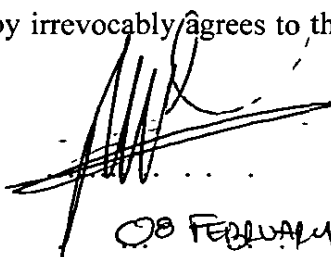
This authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of passing this Resolution except that the Company may, before it expires make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of that offer or agreement.

SPECIAL RESOLUTION

2 **THAT**, subject to Resolution 1 being passed in accordance with article 39.3 of the Articles, the directors be empowered to allot the shares referred to in Resolution 1 as if article 39 of the Articles did not apply to such allotment.

The undersigned, being the sole member entitled to vote on the Resolutions on the above-stated circulation date, hereby irrevocably agrees to the Resolutions (*see notes below*):

Marc Worth


08 FEBRUARY 2011



A20 12/02/2011 52
COMPANIES HOUSE

SATURDAY

Notes

- 1 *If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by email or by fax and with the hard copy to follow in the post. If you do not agree to the Resolutions, 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 Resolutions, you may not revoke your agreement.*
- 3 *The Resolutions will lapse if your agreement to it has not been received by the Company within 28 days of the above-stated circulation 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.*