

Company No. 07440171

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS

of

Time Out Group HC Limited

(the "Company")

21 November 2011

(the "Circulation Date")

The undersigned, being the shareholders of the Company as at the Circulation Date which have the right to attend and vote at a general meeting of the Company, holding not less than seventy-five percent of the votes which may be cast at a general meeting of the Company, irrevocably agree to the following resolutions of the Company, having effect in the case of resolution 1 as an ordinary resolution and resolution 2 as a special resolution, in each case in accordance with Part 13, Chapter 2 of the Companies Act 2006

ORDINARY RESOLUTION

- 1 THAT the directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any securities into, shares up to an aggregate nominal amount of £2,000,000 Preference Shares (as defined in the articles of association of the Company) This authorisation shall expire on **21** November 2016 (save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted, or rights to be granted, after such expiry and the directors may allot shares or grant rights to subscribe for or to convert any security into shares, in pursuance of such offer or agreement as if the authorisations conferred hereby had not expired)

SPECIAL RESOLUTION

- 2 THAT, subject to the passing of the resolution numbered 1 above, the directors be given power pursuant to section 570(1) of the Companies Act 2006 (the "**Act**") to allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authority granted by that resolution as if section 561 of the Act did not apply to any such allotment This power shall expire on **21** November 2016 save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired



Date



for and on behalf of TO (Bermuda) Limited

Mr Anthony Elliott


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 using one of the following methods
 - By Hand delivering the signed copy to the directors at the Company's registered address
 - Post returning the signed copy by post to the directors at the Company's registered address

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 If the resolutions are not passed by the end of the period of 28 days beginning with the Circulation Date, 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

Date

for and on behalf of TO (Bermuda) Limited



Mr Anthony Elliott

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