

Company No. 07440171

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**RESOLUTION**

of

**TIME OUT GROUP HC LIMITED**

(the "Company")

16 September 2015

(the "Circulation Date")

We, the undersigned, being eligible members of the Company (as defined in section 289 of the Companies Act 2006), irrevocably agree to the following resolution 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 Chapter 2 Part 13 of the Companies Act 2006

**1 ORDINARY RESOLUTION**

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, 550 ordinary shares of £1 each in the capital of the Company. This authorisation shall expire on the fifth anniversary of the passing of this resolution (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)

**2 SPECIAL RESOLUTION**

THAT, subject to the passing of the resolution numbered 1 above, each shareholder agrees to waive his or her or its pre-emption rights to subscribe for the shares referred to in resolution numbered 1 above, whether such rights accrue in accordance with the articles of association of the Company, pursuant to the subscription and shareholders agreement between the Company and its shareholders dated 12 September 2014, or pursuant to law, and that the directors be given power to allot shares as outlined in resolution number 1 above as if any such rights of pre-emption did not apply to any such allotment. This power shall expire on the fifth anniversary of the passing of this resolution (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)





**TO (BERMUDA) LIMITED**

Date 16 September 2015



**TONY (BERMUDA) LIMITED**

Date 16 September 2015



**OAKLEY CAPITAL INVESTMENTS LIMITED**

Date 16 September 2015

**ANTHONY ELLIOTT**

Date

**TIME OUT NOMINEES LIMITED**

Date

**CP-TONY, L.L.C.**

Date

**C&H HOLDINGS LLC**

Date

.....  
**TO (BERMUDA) LIMITED**

Date

.....  
**TONY (BERMUDA) LIMITED**

Date

.....  
**OAKLEY CAPITAL INVESTMENTS LIMITED**

Date

*A. M. M. Elliott*

**ANTHONY ELLIOTT**

Date *17 September 2015.*

.....  
**TIME OUT NOMINEES LIMITED**

Date

.....  
**CP-TONY, L.L.C.**

Date

.....  
**C&H HOLDINGS LLC**

Date

**TO (BERMUDA) LIMITED**

Date.

**TONY (BERMUDA) LIMITED**

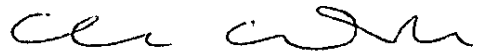
Date

**OAKLEY CAPITAL INVESTMENTS LIMITED**

Date

**ANTHONY ELLIOTT**

Date



**TIME OUT NOMINEES LIMITED**

\*

*\*150 ordinary shares voted*

Date. 16 September 2015

**CP-TONY, L.L.C.**

Date.

**C&H HOLDINGS LLC**

Date:

**TO (BERMUDA) LIMITED**

Date

**TONY (BERMUDA) LIMITED**

Date

**OAKLEY CAPITAL INVESTMENTS LIMITED**

Date

**ANTHONY ELLIOTT**

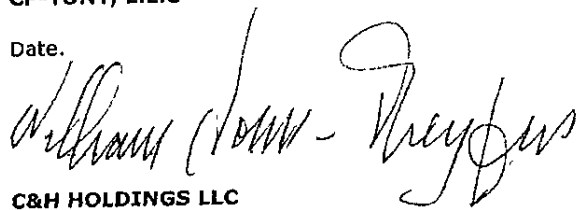
Date

**TIME OUT NOMINEES LIMITED**

Date.

**CP-TONY, L.L.C**

Date.

A handwritten signature in black ink, appearing to read "William J. Thompson". The signature is written in a cursive, flowing style.

**C&H HOLDINGS LLC**

Date September 17, 2015

## 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.
- E-mail. by attaching a scanned copy of the signed document to an e-mail and sending it to [matt.white@timeout.com](mailto:matt.white@timeout.com) Please enter "Time Out Group HC Limited Written resolutions" in the e-mail subject box

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. Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the resolutions 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.