

Company number: 07839635

FRIDAY

THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES  
DOLPHIN TV LIMITED (the "Company")  
WRITTEN RESOLUTION OF THE MEMBERS



CIRCULATION DATE 17 JANUARY 2012 (the "Circulation Date")

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution (the "**Resolution**")

**SPECIAL RESOLUTION**

THAT the articles of association of the Company be amended as follows

- (a) by the insertion, after sub-paragraph (a) of article 14 3, of the following new sub-paragraph to be numbered (b)
- "(b) a director, who pursuant to the Companies Act 2006, has declared to the other directors the nature and extent of his interest in the actual or proposed arrangement to be considered at the meeting of directors,"
- (b) by re-numbering the sub-paragraphs (b) and (c) of article 14 3 as sub-paragraphs (c) and (d) respectively

**AGREEMENT TO THE RESOLUTION**

Please read the notes below before signifying your agreement to the Resolution

The undersigned, being a member of the Company and entitled to vote on the above resolution on the Circulation Date, hereby agrees to the above Resolution

Signed

  
David Goffin

Date

17/1/12

Signed

  
Michael Wells

Date

17/1/12

**NOTES**

- 1 If you agree to the resolution, 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 114 St Martins Lane, London WC2N 4BE
- **by post** returning the signed copy by post to 114 St Martins Lane, London WC2N 4BE

If you do not agree to the resolution, 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, you may not revoke your agreement

- 3 If you agree to the resolution, please ensure that your agreement reaches us before the end of the period of 28 days beginning with the Circulation Date. The resolution will lapse if sufficient agreement for the resolution has not been received by that time.
- 4 If you are signing this document on behalf of a person under a power of attorney or other authority, please send the power or authority (or a duly certified copy of it) to the Company in hard copy form when returning this document in hard copy form.