

Company number 09928703

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

TWO CITIES TELEVISION LIMIED (the "Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), on **07 January 2020 at 13:00pm** the eligible members of the Company passed resolution 1 below as a special resolution and resolutions 2 and 3 below as ordinary resolutions (the "**Resolutions**").

SPECIAL RESOLUTION

1. **THAT** the articles of association in the form attached to this written resolution be adopted in substitution for, and to the exclusion of, the existing articles of association of the Company.

ORDINARY RESOLUTIONS

2. **THAT** the terms of an agreement proposed to be made between the Company and BBC Studios Distribution Limited ("**BBCSD**") for the purchase by the Company from BBCSD of 3,333 A ordinary shares of £1 each in the capital of the Company for a total consideration of £1 as set out in the contract attached (the "**Purchase Contract**") be approved and the Company be authorised to enter into the Purchase Contract.
3. **THAT**, in accordance with section 551 of the Act, the directors of the Company be and they are unconditionally authorised to exercise all powers of the Company to allot, or to grant any right to subscribe for or to convert any security into 3,333 A ordinary shares of £1.00 each in the Company up to an aggregate nominal value of £3,333. This authority shall expire on the date five years after the passing of this resolution unless previously revoked, varied or extended save that the directors may, notwithstanding such expiry, allot any shares or grant any right to subscribe for, or to convert any security into, shares in pursuance of an offer or agreement to do so made by the Company before this authority expires.


Director



A07

A8WXL3E

18/01/2020

#226

COMPANIES HOUSE