

Registered No: NI020709  
Ireland

Registered in Northern

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**ABC OUTDOOR LIMITED**

(the "Company")

THURSDAY



JNI \*J3HN83W0\* #135  
02/10/2014  
COMPANIES HOUSE

(Circulated on 22/09/2014, the "Circulation Date")

The director of the Company proposes that, in accordance with Chapter 2 of Part 13 of the Companies Act 2006 and the articles of association of the Company, resolutions 1 and 2 below be passed as special resolutions of the Company and resolutions 3 and 4 below be passed as ordinary resolutions of the Company (the "Resolutions").

**SPECIAL RESOLUTIONS**

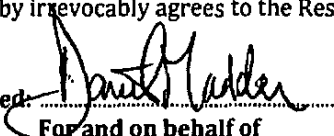
1. **THAT** the company be wound up voluntarily.
2. **THAT**, subject to resolution 1 being passed, the Liquidator be and is authorised to distribute amongst the members in specie or in kind the whole or any part of the assets of the company and to determine how such provisions shall be carried out as between the members.

**ORDINARY RESOLUTIONS**

3. **THAT**, subject to resolution 1 being passed, Nicholas McKeague of McKeague Morgan & Company be and is hereby appointed Liquidator of the company for such winding up.
4. **THAT**, subject to resolution 1 being passed, the Liquidator's remuneration shall be fixed by reference to the time properly given by the Liquidator and his staff in attending to matters arising in the winding up, including those falling outside his statutory duties undertaken at the request of members, within the terms of a previously agreed fee with McKeague Morgan & Company.

You should read the notes at the end of this document before signifying your agreement to the above Resolutions. Unless sufficient agreement has been received for the Resolutions to pass by the date which falls 28 days after the Circulation Date, they will lapse.

The undersigned, being the sole member entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Signed:   
For and on behalf of  
Exterior Media (UK) Limited

Date: 25 September 2014

ABC Outdoor Limited  
Registered Office: c/o Elliott Duffy Garrett, Royston House, 34 Upper Queen Street, Belfast, BT1 6FD.

## **CERTIFICATE OF APPOINTMENT OF LIQUIDATOR**

**ABC Outdoor Limited**  
**("the Company")**  
**NI 020709**

This is to certify that the following written resolutions of the members of the company were passed on 25 September 2014:-

### **SPECIAL RESOLUTIONS**

1. **THAT** the company be wound up voluntarily.
2. **THAT**, subject to resolution 1 being passed, the Liquidator be and is authorised to distribute amongst the members in specie or in kind the whole or any part of the assets of the company and to determine how such provisions shall be carried out as between the members.

### **ORDINARY RESOLUTIONS**

3. **THAT**, subject to resolution 1 being passed, Nicholas McKeague of McKeague Morgan & Company be and is hereby appointed Liquidator of the company for such winding up.
4. **THAT**, subject to resolution 1 being passed, the Liquidator's remuneration shall be fixed by reference to the time properly given by the Liquidator and his staff in attending to matters arising in the winding up, including those falling outside his statutory duties undertaken at the request of members, within the terms of a previously agreed fee with McKeague Morgan & Company.



**Chairman**

ANTHONY BOOKER

**Name in BLOCK LETTERS**