

Registered Number: SC075133

THE COMPANIES ACT
ZINC MEDIA GROUP PLC
PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS
to which Chapter 3 of Part 3
of the Companies Act 2006 applies

THURSDAY



SCT 07/12/2017 #135
COMPANIES HOUSE

At a general meeting of the Company duly convened and held on 13 November 2017 the following resolutions were duly passed, resolution numbered 1 as an ordinary resolution and resolution numbered 2 as a special resolution of the Company:

ORDINARY RESOLUTION

THAT, in accordance with section 551 of the Companies Act 2006 ("Act"), the directors of the Company (the "Directors"), in addition to all previous authorities granted to the Directors, be generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company, and grant rights to subscribe for or convert any securities into shares in the Company, up to an aggregate nominal amount of £1,000 pounds (within the meaning of sections 551(3) and (6) of the said Act), in connection with the placing detailed in a circular to shareholders of the Company dated 25 October 2017, provided that, unless previously renewed, varied extended or revoked by the Company in general meeting, this authority shall expire on the earlier of the conclusion of the Annual General Meeting of the Company to be held in 2018 and the date falling 15 months from the passing of this resolution, save that the Company may before such expiry make any offer or agreement which would or might require shares in the Company to be allotted or rights to subscribe for or to convert any securities into shares in the Company to be granted after such expiry and the Directors may allot shares in the Company, or grant rights to subscribe for or to convert any securities into shares in the Company in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTION

THAT, subject to and conditional upon the passing of resolution 1, and in addition to all previous authorities granted to the Directors, in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560(1) of the Act) which are the subject of the authority conferred by that resolution as if section 561 of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £1,000, in connection with the placing detailed in a circular to shareholders of the Company dated 25 October 2017 and shall, unless previously renewed, extended, varied or revoked by the Company, expire on the earlier of the conclusion of the Annual General Meeting of the Company to be held in 2018 and the date falling 15 months from the passing of this resolution, save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, after such expiry, and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred by this Resolution had not expired.

Director, for and on behalf of Zinc Media Group plc

Date 13 November 2017

CERTIFIED TRUE COPY OF THE ORIGINAL
CMS Cameron McKenna Nabarro Olswang LLP
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Tom Sanson
Solicitor
13/11/17