

Company number: 00966900

THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS

of

DE AGOSTINI UK LIMITED  
(Company)

Circulation Date: 26 June 2018 (Circulation Date)

SATURDAY



A11 \*A7904J81\* #267  
07/07/2018  
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company ("Directors") propose that the following resolutions are passed as ordinary and special resolutions ("Resolutions").

**ORDINARY RESOLUTIONS**

1. **THAT** the authorised share capital of the Company be increased from £20,270,000 and €35,000,000 to £38,060,000 and €35,000,000.
2. **THAT**, in accordance with section 551 of the Companies Act 2006 ("CA 2006"), the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £20,000,000 and €5,300,000 (being 20,000,000 A Ordinary shares of £1 each and 5,300,000 B Ordinary shares of €1 each), provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date 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 and the Directors may allot such shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

**SPECIAL RESOLUTIONS**

3. **THAT**, subject to the passing of resolution 2 above in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) wholly for cash pursuant to the authority conferred by resolution 2 above, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:

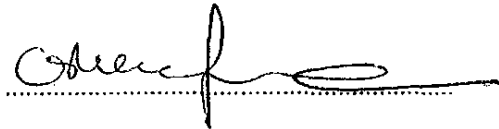
- 3.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £20,000,000 and €5,300,000 (being 20,000,000 A Ordinary shares of £1 each and 5,300,000 B Ordinary shares of €1 each); and
- 3.2 expire on the fifth anniversary of the date of this resolution (unless renewed, varied or revoked by the Company prior to or on that date) 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 any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

#### **AGREEMENT**

*Please read the notes at the end of this document before signifying your agreement to the Resolutions.*

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

Signed for and on behalf of  
**De Agostini Publishing  
Italia SpA**

A handwritten signature in black ink, appearing to read 'V. Spinella', written over a horizontal dotted line.

Vincenzo Spinella  
Director

26 June 2018

## NOTES

1. If you agree with 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 delivery methods:

- **By hand:** delivering the signed copy to Andrea Maruccio at Battersea Studios 2, 82 Silverthorne Road, London, SW8 3HE.
- **Post:** returning the signed copy by post to Andrea Maruccio at Battersea Studios 2, 82 Silverthorne Road, London, SW8 3HE.
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [andrea.maruccio@deagostini.it](mailto:andrea.maruccio@deagostini.it). Please type "Written resolutions" in the e-mail subject box.

2. 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.

3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

4. Unless before the end of the date which is 28 days after the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

6. 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.