0M no 9372170

SEPARATOR SHEET

COMPANIES HOUSE BARCODE

FRIDAY

A8J8HEK0

A21 29/11/2019 #231

COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION of RED ROSE RADIO LIMITED ('Company')

Company Number: 01372170

Circulation Date: 21 November 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution ('**Resolution**').

SPECIAL RESOLUTION

Reduction of Capital

(1) **That** the paid up capital of the Company be reduced from £1,555,936, divided into 517,520 ordinary shares of £0.10 each, 11,875,740 non-voting A shares of £0.10 each and 3,166,100 ordinary bonus shares of £0.10 each, to £10, divided into 100 ordinary shares of £0.10 each, by cancelling and extinguishing 517,420 ordinary shares of £0.10, 11,875,740 non-voting A shares of £0.10 and 3,166,100 ordinary bonus shares of £0.10 in the capital of the Company and crediting the relevant amount (£1,555,926) to the Company's distributable reserves.

(2) **That** the paid up capital of the Company be further reduced from £10, divided into 100 ordinary shares of £0.10 each, to £1, divided into 100 ordinary shares of £0.01 each, by cancelling and extinguishing capital to the extent of £0.09 on each issued fully paid-up ordinary share of £0.10 each in the Company and reducing the nominal value of each issued fully paid-up ordinary share from £0.10 to £0.01, and crediting the relevant amount (£9) to the Company's distributable reserves.

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolution on the circulation date, hereby irrevocably agrees to the Resolution:

Signed for and on behalf of
Bauer Radio Limited

21 · 11 · 2019
Date of signature

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version by using one of the following delivery methods:
    a. **By hand or by post:** delivering the signed copy to FAO Trudy Heasman, Bauer Corporate Services, Media House, Peterborough Business Park, Lynch Wood, Peterborough, PE2 6EA.
    b. **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending to trudy.heasman@bauerservices.co.uk.
2. 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.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless, by a date that is 28 days after the circulation date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.