

Company number 02127174

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

INDEPENDENT MEDIA DISTRIBUTION LIMITED (the "Company")

10 August.....2017

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

ORDINARY RESOLUTIONS

RESOLUTION 1

THAT, the directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the 2006 Act to exercise all or any powers of the Company to allot 900,956,080 ordinary shares of £0.10 each in the capital of the Company (the "**Bonus Shares**"), provided that:

- (a) this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting or by written resolution) on the fifth anniversary of the date of this resolution;
- (b) the Company may before such expiry make an offer, agreement or other arrangement which would or might require shares to be allotted or rights to be granted after such expiry and the directors may allot shares or grant rights in pursuance of such offer, agreement or other arrangement as if the authority hereby conferred had not expired; and
- (c) this authority shall be in substitution for all previous authorities under section 551 of the 2006 Act which are hereby revoked but without prejudice to any allotment, offer or agreement made or entered into prior to the date of this resolution.

RESOLUTION 2

THAT, subject to the passing of Resolution 1, the Company's undistributable reserves of £90,095,608 be and are hereby capitalised and appropriated as capital to the Company's sole member on the date of this Resolution and that the directors be and are hereby authorised to apply such sum in paying up in full the Bonus Shares.

MONDAY



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COMPANIES HOUSE

AGREEMENT

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

The undersigned, the person entitled to vote on the above Resolutions hereby irrevocably agrees to the Resolutions:


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For and on behalf of
LAUSANNE ACQUISITIONS LIMITED

Date 10 August

NOTES

- 1 You can choose to agree to all the Resolutions or none of them but you cannot agree to only one of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated opposite your name above and returning it to the Company by post to the Company's registered office.
- 1.1 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.
- 1.2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 1.3 Where, by 28 days after the date on which the Resolutions were circulated, insufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to these Resolutions, please indicate your agreement and notify us as soon as possible.