

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

PLYMOUTH SOUND LIMITED

We, Global Radio Services Limited, being the sole eligible member who at the circulation date of this resolution would have been entitled to vote on the resolution, RESOLVE, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following resolution which has been proposed as a special resolution:

SPECIAL RESOLUTION

THAT the existing articles of association of the Company (the "**Articles**") be amended as specified below:

Article 6 (*Transfer of shares*) shall be removed in its entirety and replaced with the the following provisions:

"6 **Transfer of shares**

- 6 1 The Board may, in its absolute discretion, and without giving any reason, decline to register a transfer of any share, whether or not it is a fully paid share Regulations 24 and 25 shall not apply to the Company.
- 6 2 Notwithstanding Article 6.1, the Board shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:
- (a) is to any bank, institution or other person to which such shares have been charged by way of security, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "**Secured Institution**"), or
 - (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
 - (c) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

TUESDAY



LD5

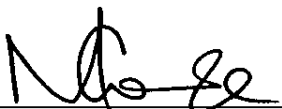
L2J1CPCB

15/10/2013

COMPANIES HOUSE

#2

and the Board shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise "

Signed: 

Name: MICHAEL CONWALE
For and on behalf of Global Radio Services Limited

Dated: 9th October 2013

NOTES:

1. The circulation date of this resolution is 9th October 2013. This resolution has been sent to eligible members who would have been entitled to vote on the resolution on this date. Only such eligible members (or persons duly authorised on their behalf) should sign this resolution.
2. An eligible member can signify his or its agreement to the resolution by signing the resolution and by either delivering a copy of the signed resolution to an officer of the Company by hand or by sending a copy of the signed resolution in hard copy form by post to the Company Secretary.
3. This resolution must be passed by a period of 28 days beginning with the circulation date (s.297 CA 2006). If the resolution is not passed by such date it will lapse. The agreement of a member to this resolution is ineffective if signified after this date.
4. A copy of this resolution has been sent to the auditors.