

Company Number: 2622298

**PRIMAL PICTURES LIMITED**  
(the "Company")

PRIVATE COMPANY LIMITED BY SHARES

**SHAREHOLDER'S WRITTEN RESOLUTIONS**  
**CIRCULATED ON 26 Nov 2013**

**PURSUANT TO CHAPTER 2**  
**OF PART 13 OF THE COMPANIES ACT 2006**

SATURDAY



A04 \*A2MPPF2A\* #225  
07/12/2013  
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as special resolutions

- 1 THAT the articles of association of the Company be amended by inserting the following article

27 1 1 The Preference Dividend shall cease to accrue on 31 October 2013

- 2 THAT the articles of association of the Company be amended by deleting the present article 30 1 and replacing it with the following new article

30 1 Notwithstanding anything hereinbefore contained the Company shall redeem all the issued Preference Shares at any time determined by the directors of the Company (the "**Redemption Date**") at a redemption price of £1 for each preference share together with any Arrears thereon and together with a redemption premium equal to

- 10% compound per annum to the nominal value and accrued premium calculated from issue to 30 September 2001, and,
- 16 5% compound per annum of the nominal value and accrued premium calculated from 1 October 2001 to 20 December 2004, and,
- 10% compound per annum of the nominal value and accrued premium calculated from 21 December 2004 to 31 October 2013

(together the "**Redemption Premium**")

I, the undersigned, was at the time the resolutions were circulated entitled to vote on the resolutions and irrevocably agree to the resolutions

Signed

for and on behalf of  
Informa UK Limited

Date

26 November 2013

## **NOTES**

- 1 If you agree with the Resolution, please indicate your agreement by one of the following methods
  - 1 1 if you received the Resolution by e-mail by replying to that e-mail and stating in your reply your name and that you agree to the Resolution,
  - 1 2 by signing and dating this document where indicated above and returning it to the Company either
    - 1 2 1 by e-mail by sending a scanned copy of the signed and dated Resolution to *Julie woollard@informa.com*, or
    - 1 2 2 by hand by delivering the signed and dated Resolution to Informa House, 30-32 Mortimer Street, London, W1W 7RE, marked "For the attention of Julie Woollard", or
    - 1 2 3 by post by returning the signed and dated Resolution by post to Informa House, 30-32 Mortimer Street, London, W1W 7RE, marked "For the attention of Julie Woollard", or
    - 1 2 4 by fax by faxing the signed and dated copy to fax number 0207 017 4286 marked "For the attention of Julie Woollard"
- 2 If you are indicating agreement to the Resolution on behalf of a company or person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority with your indication of agreement
- 3 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
- 4 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 5 When agreement to the Resolution has been received from members representing 75% of the total voting rights, it will be deemed passed Unless within the period of 28 days beginning with the Circulation Date sufficient agreement has been received for the Resolution to pass, it will lapse Agreement to the Resolution needs to be received from the members within 15 days from the date of the solvency statement in order to be supported by the solvency statement
- 6 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members