

**XFM LIMITED**  
**(the "Company")**  
**(Registered Number: 2672315)**

**The Companies Act 2006**

**Written Resolution of the Sole Member**  
**(Proposed by the Directors)**

**Circulation Date:** 29/11/ 2018

In accordance with Part 13, Chapter 2 of the Companies Act 2006, the board of directors propose that the resolution set out below be submitted to the sole eligible member of the company as a written resolution and passed as an ordinary resolution

**Ordinary Resolution**

1. "That as for the year ended 31 March 2018 the company was entitled to exemption under section 479A of the Companies Act 2006 relating to subsidiary companies the sole shareholder agrees that an audit will not be required".


**AGREEMENT**

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

We, being the sole eligible member of the Company, hereby signify our irrevocable agreement to the Resolution in accordance with the acceptance procedure set out below

The Members

£1.00 Ordinary shareholders:



For and on behalf of Global Radio Limited

Date of Signature: 29/11/ 2018



## NOTES

1. If you agree with the Resolution, please indicate your agreement using one of the following methods:

**By Hand:** delivering the signed copy to Ruth Daniels at 30 Leicester Square, London WC2H 7LA or email to [teresa.stoddart@global.com](mailto:teresa.stoddart@global.com).

2. You may not return the Resolution to the Company by any other method.
3. If you do not agree with 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. Unless, by 60 days from 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.
6. The Resolution will be passed if agreement is received from 75% of all those members entitled to vote on the Resolution had the Resolution been proposed at a members' general meeting.