

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**CBS OUTDOOR LIMITED**

(the "Company")

(Passed on 30 January 2013)

By written resolutions agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the sole member of the Company who, at the date of circulating the resolutions, was entitled to vote on the resolutions, the following resolutions of the Company were duly passed

**ORDINARY RESOLUTIONS**

- 1 **THAT** the holding of any directorships and any positions of responsibility by the Company's directors, Antonio Alonso, Jason Cotterrell, Anthony Booker and Philip Brown (the "**Directors**"), in any holding company of the Company, or any subsidiary of the Company or such holding company (on the basis that "holding company" and "subsidiary" have the meanings given in section 1159 of the Act) (the "**Situations**") be and hereby is authorised, subject to the condition that, where any Director obtains information that is confidential to a third party (including any such other company), he will not be obliged to disclose that information to the Company, or use that information in relation to the Company's affairs, where to do so would amount to a breach of that confidence
- 2 **THAT** to the extent that the Situation may be considered a breach of any Director's duty to avoid conflicts of interest pursuant to section 175 of the Act on or prior to the date of Resolution 1 above, such Situation be and hereby is ratified

  
**Director/Secretary**

Dated 30 January 2013

