

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

EXTERION MEDIA (UK) LIMITED

(the "Company")

(Passed on 20 March 2014)

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 RESOLUTION

1 THAT

- (c) with immediate effect the directors of the Company may, in accordance with section 175(5)(a) of the Companies Act 2006, authorise a matter which would otherwise constitute an infringement by a director of his duty to avoid a conflict of interest under section 175 of the Companies Act 2006, and
- (d) the holding of any directorships and any positions of responsibility by the Company's directors from time to time ("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 Companies Act 2006) 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

SPECIAL RESOLUTION

2 THAT

- (e) the articles of association of the Company be amended by deleting all the provisions of the Company's memorandum of association which, by virtue of section 28 of the Companies Act 2006, are to be treated after 1 October 2009 as provisions of the Company's articles of association, and
- (f) new articles of association of the Company in the form of the printed document annexed to this resolution be adopted as the articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association of the Company


Director/Secretary

Dated: 20 March 2014

MONDAY



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COMPANIES HOUSE