

COMPANY NO 03359692

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF
TIML RADIO HOLDINGS LIMITED (the "Company")

CIRCULATION DATE: 31 December 2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions numbers 1 and 2 are passed as a special resolution (the "**Resolutions**")

SPECIAL RESOLUTIONS

- 1 **THAT** the new Articles of Association in the form annexed hereto be hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company
- 2 **THAT** the name of the Company be changed to Bauer AR Holdings Limited

AGREEMENT:

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

The undersigned, duly authorised to sign on behalf of the sole member of the Company entitled to vote on the Resolution on 31/12/ 2013, hereby irrevocably agrees to the Resolution

Signed by
Director for and on behalf of TIML Golden Square Limited

Date

.....31/12...../..... 2013

FRIDAY



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COMPANIES HOUSE

NOTES

- 1 If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods
 - By Hand delivering the signed copy to Emma Gilks, Reed Smith LLP, The Broadgate Tower, 20 Primrose Street, London EC2A 2RS
 - Post returning the signed copy by post to Emma Gilks, Reed Smith LLP, The Broadgate Tower, 20 Primrose Street, London EC2A 2RS
 - Fax faxing the signed copy to 02031163999 marked "For the attention of Emma Gilks"
 - E-mail by attaching a copy of the signed document to an e-mail and sending it to **egilks@reedsmith.com** Please enter "Written Resolution" in the e-mail subject box
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- If you do not agree with the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply
- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 3 Unless, by the day 28 days from the Circulation Date sufficient agreement has been received for the Resolutions to pass, it will lapse If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date
- 4 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 joint holders appear in the register of members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3359692

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

TIML RADIO HOLDINGS LIMITED

a company incorporated as private limited by shares; having its registered
office situated in England/Wales; has changed its name to:

BAUER AR HOLDINGS LIMITED

Given at Companies House on **10th January 2014**



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**