

Company number 03571899

THE COMPANIES ACT 2006

WEDNESDAY



WRITTEN RESOLUTION

OF

THE SOLE MEMBER OF

BUY AS YOU VIEW HOLDINGS LIMITED

(the "Company")

*13 August* 2014 (the "Circulation Date")

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution (the "**Resolution**")

That pursuant to section 21 of the Companies Act 2006, the Articles of Association of the Company be amended by inserting the following new Article 19

**"19. No pre-emption rights, lien or rights to refuse share transfer**

Notwithstanding anything contained in Articles 9, 10, 12 or elsewhere in these Articles of Association

- (a) any pre-emption rights conferred on existing members by these Articles of Association or otherwise shall not apply to, and
- (b) the directors shall not decline to register, nor suspend registration of, any transfer of shares where such transfer is

- (i) in favour of any bank or institution (or any nominee or nominees of such bank or institution) to whom such shares are being transferred by way of security, or
- (ii) duly executed by any such bank or institution (or any such nominee or nominees) to whom such shares shall (including any further shares in the Company acquired by reason of its holding of such shares) have been transferred as aforesaid, pursuant to the power of sale under such security, or
- (iii) duly executed by a receiver appointed by a bank or institution pursuant to any security document which creates any security interest over such shares,

and a certificate by any official of such bank or institution or any such receiver that the shares are or are to be subject to such a security and that the transfer is executed in accordance with the provisions of this Article shall be conclusive evidence of such



facts Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution or which are transferred in accordance with the provisions of this Article "

This resolution shall have effect notwithstanding any provisions of the Company's Articles of Association

## AGREEMENT

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

The undersigned, being the sole member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolution

SIGNED this 13 day of August 2014

Signed

Name GRAHAM CLARKE (PRINT NAME)

For and on behalf of BAYV INVESTMENTS LIMITED



## NOTES

- 1 If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company
- 2 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
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 4 Unless, within 28 days of the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolution to be passed, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us on or before this date
- 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

