

Company number 03619904

THE COMPANIES ACT 2006
(the "2006 Act")
AND
THE INSOLVENCY ACT 1986

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF
THE MEMBERS OF
365 Digital Media Limited
(the "Company")

WEDNESDAY



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COMPANIES HOUSE

WRITTEN RESOLUTIONS of the Company pursuant to section 288 of the 2006 Act.

The Directors of the Company propose that the following written resolutions be passed by the Company.

SPECIAL RESOLUTION

1. THAT the Company be wound up voluntarily

ORDINARY RESOLUTIONS

2. THAT Jeremy Simon Spratt and John David Thomas Milsom of KPMG LLP, 8 Salisbury Square, London EC4Y 8BB, United Kingdom, be and are hereby appointed joint liquidators for the purpose of such winding up and that any power conferred on them by the Company, or by law, be exercisable by them jointly, or by either of them alone
3. THAT the remuneration of the joint liquidators for advice in connection with the proposed members' voluntary liquidation and drafting the necessary documentation and other matters up to the passing of the resolution to wind up be fixed at the hourly rates as set out in the engagement letter dated 10 August 2009 and that they be authorised to draw their remuneration accordingly.

SPECIAL RESOLUTIONS

4. THAT the joint liquidators be and are hereby authorised to make distributions in specie, as and when determined by the joint liquidators, of the assets of the Company during the administration of the winding up
5. THAT the joint liquidators be and are hereby authorised to exercise any of the powers to make compromises as contained in paragraphs 2 and 3 of Part 1 of Schedule 4 of the Insolvency Act 1986

Members of the Company who are eligible members because they are entitled to vote on the resolution on the circulation date (that is the date on which copies of the resolution are first sent to members, being 23 June 2011) should sign and date below to signify their agreement to the resolution.

The resolution must be passed by the requisite majority by the end of the period of 28 days beginning with the circulation date otherwise it will lapse

Signed

Duly authorised on behalf of Teamtalk Media Group Limited

Date Signed 23 June 2011