

The Soho Archive Company Limited
(the "Company")

Notice is hereby given that an extraordinary general meeting will be held at Charlotte House, 11-14 Windmill Street, London W1T 2JG on10/03/2017..... at ...10.am/pm for the purpose of considering and, if thought fit, passing the following resolution as a special resolution.

Special Resolution

"That the Company reduce its issued share capital from £2 to £1 by the cancellation of 1 ordinary share of £1 each and its share premium account by the full amount of £33,424.20.

By Order Of The Board, Dated

Secretary



Note:

A member entitled to attend and vote at the above-mentioned meeting is entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend and to speak and vote at a meeting of the Company in his/her stead. A proxy need not be a member of the Company.



The Soho Archive Company Limited

Company No:
03638227

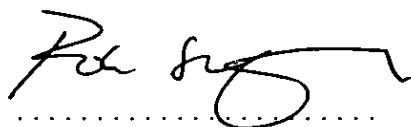
Passed:

The Companies Acts 2006

At an extraordinary general meeting of the above-named company duly convened and held at Charlotte House, 11-14 Windmill Street, London W1T 2JG on10/03/2017.... the following resolution was duly passed as a special resolution.

Special Resolution

"That the Company reduce its issued share capital from £2 to £1 by the cancellation of 1 ordinary share of £1 each and its share premium account by the full amount of £33,424.20."



Chairman

....10/03/2017
Date

The Soho Archive Company Limited

Company number: 03638227

(the "Company")

Consent to Short Notice

To the Directors

We, the undersigned, being the majority in number of members having a right to attend and vote at general meetings of the Company and holders of not less than 90 per cent in nominal value of the shares giving a right to attend and vote at general meetings of the Company do hereby consent to the holding of an Extraordinary General Meeting on10/03/2017..... notwithstanding that the meeting is called by shorter notice than that specified in Section 307 of the Companies Act 2006 and the Articles of Association of the Company.

Dated:

The Members:



.....

Date of Signature10/03/2017.....

On behalf of
The Mill (Facility) Limited

The Soho Archive Company Limited

(the "Company")

Minutes of a meeting of the board of directors held at Charlotte House, 11-14 Windmill Street,
London, W1T 2JG on 10/03/2017

The following directors were present:

Simon Marshall Hibbins
Robin Richard Shenfield

1. Quorum

There being a quorum present the meeting was declared open.

2. Purpose of the Meeting

The purpose of the meeting was to consider a reduction to the Company's issued share capital as part of the simplification of the group's structure and the convening of an extraordinary general meeting.

3. Directors' duties and declarations of interest

- 3.1 The directors were reminded of their obligations to comply with their duties to the Company, including the duties set out in sections 171 to 177 Companies Act 2006 (CA 2006). These included a duty to declare interests in proposed transactions and arrangements with the Company.
- 3.2 In accordance with section 177 CA 2006 and the articles of association of the Company, each of the directors present declared the nature and extent of his interests in the matters to be discussed.
- 3.3 Each director was reminded of the requirement to comply with the duty to avoid a situation in which a director has, or could have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company, unless authorised either by directors independent of the conflict as permitted by CA 2006 or authorised in one of the other ways permitted by the legislation.
- 3.4 It was noted that under the Company's articles of association, each of the directors was entitled to vote and count in the quorum on all the business to be considered at the meeting.

(Continued)

The Soho Archive Company Limited

(the "Company")

4. Capital Reduction

- 4.1 It was proposed that the Company reduce its issued share capital from £2 to £1 by the cancellation of 1 ordinary share of £1 each and its share premium account by the full amount of £33,424.20 resulting the company's parent company (Mill Film Limited) holding the one share in issue in the Company's capital following the reduction.
- 4.2 It was noted that a private company limited by shares may reduce its share capital by special resolution of its members supported by a solvency statement under section 641(1)(a) CA 2006.

There were produced to the meeting:

- (a) a solvency statement (the "Solvency Statement") (copy appended);
 - (b) notice of an extraordinary general meeting (copy appended) to be convened to consider a special resolution for the purpose of reducing the Company's issued share capital from £2 to £1, by the cancellation of 1 ordinary share of £1 each, and its share premium account by the full amount of £33,424.20;
 - (c) a form of consent to short notice of an extraordinary general meeting (copy appended); and
 - (d) a statement of compliance under sections 642 and 644 CA 2006 ("Compliance Statement")
- 4.3 It was noted that full enquiries had been made into the affairs, debts and liabilities of the Company (including contingent and prospective liabilities). A report and accounts regarding all the debts and contingent and prospective liabilities, prepared following the enquiries, were produced and considered by the board.
- 4.4 It was also noted that the statutory provision allowing the Company to reduce its share capital in the manner proposed was subject to any restrictions or prohibitions in the Company's articles of association. It was further noted that no such prohibitions or restrictions were contained in the Company's articles of association.
- 4.5 In connection with the Solvency Statement the directors considered, amongst other things:
- a) the financial health of the Company;

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The Soho Archive Company Limited

(the "Company")

4 Capital Reduction (Continued)

- b) the size of the reduction of capital proposed relative to the remaining issued share capital of the Company;
- c) the amount the Company owes to creditors;
- d) the state of the market generally;
- e) the financial position of the Company;
- f) whether there had been any material adverse change in the Company's financial position;
- g) the effect of the proposed Reduction of Capital in the context of the directors' intentions for the management of the Company's business over the next 12 months; and
- h) the Company's prospects over the next 12 months and the financial resources likely to be available to it.

4.6. The directors considered the Solvency Statement. All the directors confirmed that, following the information presented to them, they had formed the opinions set out in that Solvency Statement and were satisfied that the other statements made in it were correct.

4.7. Each of the directors signed the Solvency Statement.

4.8. It was also noted that for the Solvency Statement to be effective, it needed to be made within 15 days of the Special Resolution being approved, and made available to the members in accordance with Section 642(2) of the Companies Act 2006.

4.9. It was further noted that the Special Resolution would take effect upon the following documents being delivered to, and registered by, the Registrar of Companies:

- a) Solvency Statement;
- b) Special Resolution;
- c) Statement of capital (the "Form SH19") setting out the details of the issued share capital as reduced; and
- d) Compliance Statement.

It was resolved that:

- (a) the directors recommend to the members of the Company that they adopt the resolution set out in the notice; and
- (b) an extraordinary general meeting be convened and held forthwith on short notice for the purpose of considering and, if thought fit, passing the resolution set out in the notice as a special resolution;

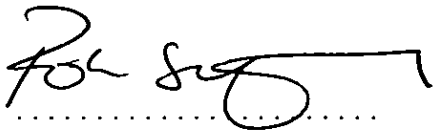
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The Soho Archive Company Limited
(the "Company")

4. Capital Reduction (Continued)

- 4.10. The meeting was thereupon adjourned for the holding of the extraordinary general meeting. On the resumption of the meeting it was reported that the resolution set out in the notice of the extraordinary general meeting had been duly passed as a special resolution by the requisite majority.
- 4.11. It was resolved that the directors would sign the Compliance Statement.
- 4.12. It was resolved that the Company file the following with the Registrar at Companies House:
- a) Solvency Statement;
 - b) Special Resolution;
 - c) Statement of capital (the "Form SH19") setting out the details of the issued share capital as reduced;
 - d) Compliance Statement.

There being no further business the meeting was closed.



Chairman

10/03/2017
Date

The Soho Archive Company Limited
(the "Company")

Minutes of an extraordinary general meeting held at Charlotte House, 11-14 Windmill Street,
London W1T 2JG on10/03/2017..... at 10... am/pm.

The following officers and members were in attendance:

Simon Marshall Hibbins	Director
Robin Richard Shenfield	Director

The company's parent company (The Mill (Facility) Limited) was represented at the meeting.

1. Quorum

The consent of the members to the meeting being held at short notice having been obtained, and there being a quorum present, the chairman declared the meeting open.

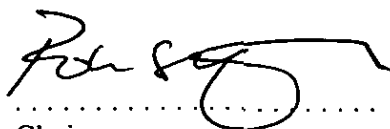
2. Capital Reduction

2.1 The chairman proposed the following resolution as a Special Resolution:

"That the Company reduce its issued share capital from £2 to £1 by the cancellation of 1 ordinary share of £1 each and its share premium account by the full amount of £33,424.20."

2.2 The resolution was duly passed by the requisite majority.

There being no other business the meeting thereupon concluded.


.....
Chairman

...10/03/2017
Date

THE SOHO ARCHIVE COMPANY LIMITED

Minutes of a meeting of the board of directors held at Charlotte House, 10-14 Windmill Street, London, W1T 2JG

The following directors were present:

Robin Shenfield (Chairman)
Simon Hibbins

Purpose of the meeting

The purpose of the meeting was to give consideration to the declaration of an interim dividend.

Accounts to support interim dividend

The accounts for the period ending 31 December 2015 were tabled and it was noted that these accounts showed that there were sufficient distributable profits, as defined by section 830 of the Companies Act 2006 (as amended), that is out of 'profits available for the purpose', to make a distribution in the amount of the interim dividend under consideration.

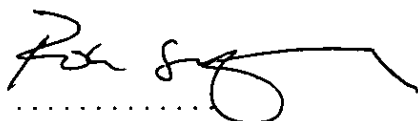
The directors further noted that nothing had happened since the date of these accounts (including any subsequent distribution(s)) that would contravene the Companies Act 2006 above provisions, if the interim dividend under consideration was to be paid.

The directors considered i) the financial position of the Company in the light of the above accounts ii) any subsequent events iii) Part 23 of the Companies Act 2006 to the extent necessary, and iv) the ability of the Company to settle its debts in the foreseeable future, and concluded that the interim dividend under consideration could lawfully be declared.

Payment of interim dividend

It was resolved that an interim dividend of £216,310.46 per £1.00 ORDINARY shares in respect of the year ended 31 December 2016, be declared on the ORDINARY shares and payable on 15/03/17 to ORDINARY shareholders registered at the close of business on 10/03/2017.

There being no further business the meeting was closed.



.....
Chairman