

Company No: 04115008

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

GREEN BAY MEDIA LIMITED

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as a special resolution as detailed below.

THAT, the Articles of Association of the Company be and are hereby amended as follows:

1. The following new definition is inserted after the definition of "**connected with**" and before the definition of "**Directors' Emoluments**":

"Deferred Share" means the deferred shares of £1.00 each in the capital of the Company having no rights";

2. In Article 3, the words "118 Ordinary Shares, 50 Preferred Ordinary Shares and 4 Preference Shares" are to be replaced with "**112 Ordinary Shares, 56 Deferred Shares and 4 Preference Shares**"

3. At the end of Article 4 1 the following sub-paragraph is to be inserted:

"(i) For the avoidance of doubt, the holders of any Deferred Shares shall not be entitled to receive any dividend from the Company."

4. At the end of Article 4 2(d) the following wording shall be inserted:

"Similarly, the holders of Deferred Shares shall not be entitled to any such return on capital"

5. In Article 4.4 2 the words "and Deferred Shares" shall be inserted after the words "Preference Shares"

6. At the end of Article 5(f) the following wording shall be inserted:

"Similarly, the holders of Deferred Shares shall not be entitled to any such return on capital"

Dated 15 March 2013

TUESDAY



A26DZJB6

A40

16/04/2013


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COMPANIES HOUSE

AGREEMENT

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

We, the undersigned, being persons entitled to vote on the above resolution, irrevocably agree to such resolution

Name of Shareholder	Signature	Date of Signature
John Geraint		15/3/13
Phillip Anthony George	P.A. George	15/3/13
Angela Graham	Angela Graham	15.3.13
Ceri George	Ceri George	15/03/13

NOTES

1. Shareholders who wish to agree to such resolutions should signify their agreement in one of the following ways
 - Sign and return this document to Green Bay Media Limited, Talbot Studios, 1 Talbot Street, Cardiff CF11 9HF marked for the attention of John Geraint; or
 - *E-mail the company at post@green-bay tv attaching a scanned copy of the signed document to an email containing the subject "Written resolutions dated 15 March 2013"*

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.

2. If sufficient agreement is not received by 12 April 2013 then these resolutions will lapse and shareholders will not be able to indicate agreement after that date. If you agree to the resolution, please ensure your agreement reaches us before that date.
3. Once you have indicated your agreement to the resolution, you may not revoke your agreement
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 the 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

Company No: 04115008

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTION IN WRITING
of
GREEN BAY MEDIA LIMITED
("Company")

Passed the 15th day of March 2013

By a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolution, were entitled to vote on the resolution the following resolution(s) of the Company was/were duly passed:

SPECIAL RESOLUTION

As a special resolution

THAT, the Articles of Association of the Company be and are hereby amended as follows:

- 1 The following new definition is inserted after the definition of "**connected with**" and before the definition of "**Directors' Emoluments**":

 "**Deferred Share**" means the deferred shares of £1.00 each in the capital of the Company having no rights";
- 2 In Article 3, the words "118 Ordinary Shares, 50 Preferred Ordinary Shares and 4 Preference Shares" are to be replaced with "**112 Ordinary Shares, 56 Deferred Shares and 4 Preference Shares**".
- 3 At the end of Article 4.1 the following sub-paragraph is to be inserted

 "(i) For the avoidance of doubt, the holders of any Deferred Shares shall not be entitled to receive any dividend from the Company "
- 4 At the end of Article 4.2(d) the following wording shall be inserted

 "Similarly, the holders of Deferred Shares shall not be entitled to any such return on capital"
- 5 In Article 4.4.2 the words "and Deferred Shares" shall be inserted after the words "Preference Shares".
6. At the end of Article 5(f) the following wording shall be inserted

"Similarly, the holders of Deferred Shares shall not be entitled to any such return on capital"

Signed

A handwritten signature in black ink, appearing to read 'Geraint', with a stylized initial 'G' and a trailing dot.

John Geraint
Director/Secretary

Dated 15 March 2015