

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

RESOLUTION

As a special resolution

THAT, fifty preferred ordinary shares of £1.00 each and 6 Ordinary Shares of £1.00 each in the issued share capital of the Company (currently held by Finance Wales) be re-designated into 56 deferred shares of £1 00 each.


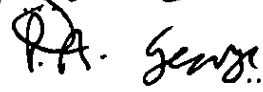


Dated: 15 March 2013



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		15/3/13
Angela Graham		15 3.13
Ceri George		15/03/13..

Attachments: Solvency Statement

Copy Auditors

NOTES

1 Shareholders who wish to agree to such resolution 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 2013¹ then this resolution 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

¹ 28 days after date of the circulation (front page)

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(S) 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 resolution² the following resolution(s) of the Company was/were duly passed:

SPECIAL RESOLUTION

As a special resolution

THAT, fifty preferred ordinary shares of £1.00 each and 6 Ordinary Shares of £1 00 each in the issued share capital of the Company (currently held by Finance Wales) be re-designated into 56 deferred shares of £1.00 each.

Signed



John Geraint
Director/Secretary³

Dated 15 March 2013

² Section 289(1) of the 2006 Act

³ See introductory notes at the beginning of this precedent that as from 6 April 2008 a private company does not need to have a secretary. If the company does not have a secretary, remove the word "Secretary"