

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTION**

of

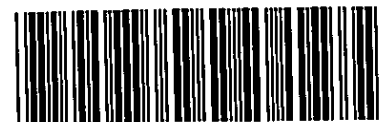
**BAUER CONSUMER MEDIA (HOLDINGS) LIMITED**  
**(Company Number 04327348)**  
**(the "Company")**  
**(Passed the 22 day of November 2013)**

At a Class Meeting of the sole ordinary shareholder of the above-named Company duly convened and held at 10 00am on the 22 November 2013 and the following Resolution was passed as a Special Resolution

**SPECIAL RESOLUTION**

- 1 **THAT** the terms of the 'Joint Merger Plan regarding the Merger of Transferring Company into Acquiring Company' for the purpose of Regulation 13 of the Regulations (as defined below) adopted by the board of directors of the Company on Tuesday 10 September 2013 (in which the transferring company is the Company, a wholly owned subsidiary of the acquiring company, Bauer UK Magazine GmbH), by which the Company is to be merged into Bauer UK Magazine GmbH in accordance with regulations 6 to 21 (inclusive) of The Companies (Cross-Border Mergers) Regulations 2007 and sections 122a and seq of the German Reorganization Act (Umwandlungsgesetz) (a copy of such plan being annexed to this resolution) be and they are hereby approved

  
.....  
**CHAIRMAN**



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COMPANIES HOUSE

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTION**

of

**BAUER CONSUMER MEDIA (HOLDINGS) LIMITED**  
**(Company Number 04327348)**  
**(the "Company")**  
**(Passed the 22 day of November 2013)**

At a Class Meeting of the sole preference shareholder of the above-named Company duly convened and held at 10 15am on 22 November 2013 and the following Resolution was passed as a Special Resolution

**SPECIAL RESOLUTION**

- 1 **THAT** the terms of the 'Joint Merger Plan regarding the Merger of Transferring Company into Acquiring Company' for the purpose of Regulation 13 of the Regulations (as defined below) adopted by the board of directors of the Company on Tuesday 10 September 2013 (in which the transferring company is the Company, a wholly owned subsidiary of the acquiring company, Bauer UK Magazine GmbH), by which the Company is to be merged into Bauer UK Magazine GmbH in accordance with regulations 6 to 21 (inclusive) of The Companies (Cross-Border Mergers) Regulations 2007 and sections 122a and seq of the German Reorganization Act (Umwandlungsgesetz) (a copy of such plan being annexed to this resolution) be and they are hereby approved

  
.....  
CHAIRMAN

