

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

BAUER RADIO (HOLDINGS) LIMITED
(Company Number 04327363)
(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 45am 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 Radio GmbH), by which the Company is to be merged into Bauer UK Radio 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


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CHAIRMAN



A19 *A2M00TWG* 27/11/2013 #45
COMPANIES HOUSE

Due 9 Jan

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THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

BAUER RADIO (HOLDINGS) LIMITED
(Company Number 04327363)
(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 30am 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 Radio GmbH), by which the Company is to be merged into Bauer UK Radio 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

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CHAIRMAN

