

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION of SWITCHDIGITAL (B&H) LIMITED ('Company')

Company Number: 04404178

Circulation Date: 22 October 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution ('Resolution').

SPECIAL RESOLUTION

Reduction of Capital

- (1) That the fully paid up issued share capital of the Company be reduced from £100 divided into 20 A ordinary shares of £1 each and 80 B ordinary shares of £1 each, to £1, comprising 1 A ordinary share of £1, by cancelling and extinguishing 19 A ordinary shares of £1 each and 80 B ordinary shares of £1 each in the issued share capital of the Company and crediting the amount by which the issued share capital is so reduced (£99) to the Company's distributable reserves.
- (2) That, subject to, conditional and immediately upon completion of the reduction of the paid up issued share capital of the Company to £1, the remaining A ordinary share of £1 be redesignated (and renamed) as an ordinary share of £1 in the issued share capital of the Company, such ordinary share having the same rights (including full voting rights and full rights in the Company with respect to dividends and distributions) and being subject to the same restrictions as the existing A ordinary share of £1 in the capital of the Company.

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolution on the circulation date, hereby irrevocably agrees to the Resolution:



Signed for and on behalf of
Bauer Digital Radio Limited

22 October 2020

Date of signature

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version by using one of the following delivery methods:
 - a. **By hand or by post:** delivering the signed copy to FAO Trudy Heasman, Bauer Corporate Services, Media House, Peterborough Business Park, Lynch Wood, Peterborough, PE2 6EA.
 - b. **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending to trudy.heasman@bauerservices.co.uk.
2. 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.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless, by a date that is 28 days after the circulation date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.



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