

**PRIVATE COMPANY LIMITED BY SHARES**  
**PRINT OF WRITTEN SPECIAL RESOLUTION**  
**OF**  
**FOUNTAIN TELEVISION LIMITED**  
**("Company")**

**CIRCULATION DATE: 6 December 2017**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("**Act**"), the directors of the Company propose that the following resolutions be passed as special resolution ("**Resolution**") and confirm that the Resolution shall be as valid and effectual in accordance with section 288 of the Act as if it had been passed at a general of the Company duly convened.

**SPECIAL RESOLUTION**

THAT the issued share capital of the Company be reduced from £1,500,001 divided into 1,500,001 ordinary shares of £1.00 each to £1.00 divided into 1 ordinary share of £1.00 by the cancelling and extinguishing of 1,500,000 ordinary shares of £1.00 each in the capital of the Company, each of which are fully paid up, and the amount by which the share capital is so reduced be credited to the Company's profit and loss reserve.

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolution. The undersigned being the sole member of the Company entitled to vote on the Resolution agrees irrevocably to the Resolution.

