

Company Number 4510647

ORDINARY AND SPECIAL RESOLUTIONS

OF

SWITCH MEDIA PLC (Company)

Passed on 13 September 2010

At a general meeting of the Company duly convened and held at 17-19 Fenwick Street, Liverpool L2 7LS on 13 September 2010 at 1 pm, the following resolutions were duly passed as ordinary and special resolutions

ORDINARY RESOLUTION

- 1 That, with effect from the Company's re-registration as a private company and in accordance with paragraph 47(3)b of Part 3 of Schedule 4 to the Companies Act 2006 (Commencement No 5, Transitional Provisions and Savings) Order 2007 (SI 2007/3495), the directors be given authority to authorise matters giving rise to an actual or potential conflict for the purposes of section 175 of the Companies Act 2006

SPECIAL RESOLUTIONS

- 2 That the Company be re-registered as a private company under the Companies Act 1985 by the name of Switch Media ^{Ltd} ~~Limited~~
- 3 That the memorandum of association of the company be amended accordingly as follows
 - 3 1 By the deletion of clause 1 and in substitution for it "The Company's name is SWITCH MEDIA LTD"
 - 3 2 By deleting clause 2
 - 3 3 By deletion of the statement at the beginning of the Memorandum of Association of the Company that states that the Company is a public company limited by shares
 - 3 4 By amending the heading part of the Memorandum of Association deleting "Switch Media Plc" and substituting "Switch Media Ltd"
- 4 That the Articles of Association of the Company be amended as follows
 - 4 1 By deletion of the statement at the beginning of the Articles of Association of the Company that states that the Company is a public company limited by shares

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- 4 2 By deletion of the words "Switch Media Plc" and by insertion of the words "Switch Media Ltd" at the beginning of the Articles of Association of the Company
- 4 3 By amending the reference in clause 1 1 from "Switch Media Plc" to "Switch Media Ltd"
- 4 4 By the deletion of clause 1 4 and in substitution for it "The Company is a private company limited by shares"

Signed

A handwritten signature in black ink, appearing to be 'C. Evans', written over a horizontal line.

Christopher Evans
Chairman