

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

MNA BROADCASTING LIMITED

(a company registered in England no 04865781) *8* *CP*

("the Company")

WRITTEN RESOLUTIONS

OF

THE SOLE MEMBER

Circulation Date: *02 Aug* 2012

Date Agreed: *02 Aug* 2012

THURSDAY



A15 *A1GX5WWJ* 06/09/2012 #251
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions numbered 1 and 2 below are hereby agreed as Special Resolutions (together "**the Resolutions**")

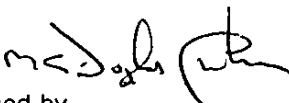
SPECIAL RESOLUTIONS

- 1 **That** the Company hereby resolves to approve and ratify in full and without exception all decisions and actions of any director of the Company and of the board of directors and all contracts, agreements and transactions entered into by the Company notwithstanding any direct or indirect actual or situational conflict which any one or more director or directors may have had at any relevant time, that any one or more directors may at any time have been in a situation in which they had or could have had, a direct or indirect interest that conflicted, or possibly might have conflicted, with the interests of the Company, any failure to disclose such interest or any participation by a director or directors in voting or forming part of the quorum for any meeting of directors of the Company notwithstanding any such matter and any dis-entitlement of them so to do (whether under the Articles of Association of the Company or otherwise howsoever) and that the directors of the Company be and hereby are authorised to approve the signing on behalf of the Company of any similar written resolution of any subsidiary of the Company providing approval and ratification of any such acts, decisions or matters in relation to any such subsidiaries
- 2 **That** any director for the time being of the Company is hereby authorised to hold now or at any time any position as a director of any other company in any group of companies of which the Company forms part and to be a trustee of any pension scheme of the Company or any such other company notwithstanding that this may involve a situation in which the director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company or any actual or situational conflict which could, has or may arise as a result of the holding of any such position or positions and accordingly is hereby authorised to act as a director and to vote and form part of any quorum of any meeting of the directors of the Company (along with all other entitlement that may be set out in the Company's Articles of Association from time to time) notwithstanding the holding of any such position or positions and/or any such situation and/or any such actual or situational conflict

AGREEMENT TO THE WRITTEN RESOLUTIONS

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

The undersigned, being the sole member entitled to vote on the Resolutions on the circulation date set out above, hereby irrevocably agrees to the passing of the Resolutions

X 

Signed by
For and on behalf of

02 July 2012
Date of signature

The Midland News Association Limited

NOTES

- 1 If you wish to agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated and returning it to the Company at the Company's registered office or to its solicitors SGH Martineau LLP marking it for the attention of Gareth Brewerton or by fax on 0800 763 1001 or by email (in PDF format) to gareth.brewerton@sghmartineau.com
- 2 If you do not agree to the Resolutions you need not do anything You will not be deemed to agree if you fail to respond
- 3 Once you have indicated your agreement to the Resolutions you may not revoke your agreement
- 4 Unless by the end of the period of 28 days beginning with the circulation date set out above sufficient agreement has been received for the Resolutions to be passed they will lapse