

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

CICERO HOLDINGS LIMITED

(the "Company")

2017 (the "Circulation Date")

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 written resolution of the Company, having effect as a special resolution (the "**Resolution**"):-

SPECIAL RESOLUTION

1. **THAT** 9,999 issued ordinary shares of £1.00 each and 34,661,352 11% cumulative redeemable preference shares of £1.00 each in the capital of the Company be cancelled and extinguished such that the issued share capital of the Company shall be reduced to 1 ordinary share of £1.00.

AGREEMENT

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

I, the undersigned, was at the time the Resolution was circulated entitled to vote on, and hereby irrevocably agree to, the Resolution:-



Director

20 July 2017

Date

For and on behalf of **Odeon & UCI Bond Midco Limited**

