

Company No 05833659

The Companies Act 2006

Company limited by shares

Resolutions

of

Adconion Media Group Limited (the "Company")

(passed on 18 November 2014)

At a **general meeting** of the Company duly convened and held at the offices of Osborne Clarke, One London Wall, London EC2Y 5EB on 18 November 2014 at 3 p.m. the following resolutions were passed, of which resolution 1 was passed as a **special resolution** and resolutions 2 and 3 as **ordinary resolutions** of the Company

Special resolution

- 1 **That** the Company's name be and it is changed to AMG Advertising Topco Limited

Ordinary resolutions

- 2 **That** the terms of the agreements dated on or around 15 October 2014 between the Company (1) and the shareholders named therein (2) for the purchase by the Company of D ordinary shares of £0.01 each in the capital of the Company, as produced to the Meeting and signed by the Chairman of the meeting for the purposes of identification, be and they are approved
- 3 **That** the terms of the agreements dated on or around 15 October 2014 between the Company (1) and the shareholders named therein (2) for the purchase by the Company of C ordinary shares of £0.01 each in the capital of the Company, as produced to the Meeting and signed by the Chairman of the meeting for the purposes of identification, be and they are approved

N. J. Sunderland
Chairman

TUESDAY



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25/11/2014

#208

COMPANIES HOUSE



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company Number 5833659

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

ADCONION MEDIA GROUP LIMITED

a company incorporated as private limited by shares; having its registered
office situated in England and Wales; has changed its name to:

AMG ADVERTISING TOPCO LIMITED

Given at Companies House on **26th November 2014**



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**