

Company number 06033062

**THE COMPANIES ACTS 1985 TO 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**MEMBER'S WRITTEN RESOLUTION**  
**of**  
**CREATIVE BROADCAST SERVICES HOLDINGS LIMITED**  
**(the "Company")**

**Date:** 27 June 2013

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following resolution which is proposed as a special resolution (the "**Resolution**")

**SPECIAL RESOLUTION**

That the articles of association of the Company be and are hereby amended by the addition of a new article 11 as follows and the remaining articles shall be renumbered accordingly

**11. Transfers to a bank**

Notwithstanding any other provisions of these Articles

(a) any pre-emption rights conferred on existing members by these Articles or otherwise shall not apply to, and

(b) the directors shall not decline to register nor suspend registration of,

any transfer of Shares where such transfer is,

- (i) in favour of any bank or institution (or any nominee or nominees of such bank or institution) to whom such Shares are being transferred pursuant to any call option or by way of security including, without limitation, any security granted in connection with any such call option; or
- (ii) duly executed by any such bank or institution (or any nominee or nominees of such bank or institution) to whom such Shares shall (including any further Shares in the Company acquired by reason of its holding of such Shares) have been transferred as aforesaid, pursuant to the power of sale or any other enforcement under such security, or
- (iii) duly executed by a receiver appointed by a bank or institution (or any nominee or nominees of such bank or institution) pursuant to any security document which creates any security interest over such Shares,

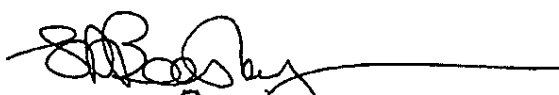
and a certificate by any official of such bank or institution (or any nominee or nominees of such bank or institution) or any such receiver that the Shares are or are to be subject to such a security and that the transfer is executed in accordance with the provisions of this Article shall be conclusive evidence of such facts



Any lien on Shares which the Company has shall not apply in respect of any Shares which are the subject of any call option or have been charged by way of security to a bank or institution (or any nominee or nominees of such bank or institution) or which are transferred in accordance with the provision of these Articles

Please read the notes below before signifying your agreement to the Resolution

The undersigned, a person entitled to vote on the above Resolution on 27 June 2013, hereby irrevocably agrees to the Resolution

Signed by   
(print name of signatory) SHARON A. BEESLEY  
DIRECTOR

for and on behalf of Creative Broadcast  
Services International Limited as sole  
member of the Company

Date 27 June 2013

#### Notes

- 1 If you agree with the Resolution, please signify your agreement by signing and dating this document and returning it to the Company Secretary at c/o Mr James Arnold, 7<sup>th</sup> Floor Ealing Cross, 85 Uxbridge Road, London, by 12:00pm on July 2013. If you would prefer to return this document electronically, please send a scanned copy of this document to [James.Arnold@redbeemedia.com](mailto:James.Arnold@redbeemedia.com). If you do not agree to the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 2 Unless, by 12:00pm on July 2013, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date together with any power of authority under which it is signed or a duly certified copy thereof.
- 3 Your agreement to the Resolution, once signed and received by the Company, may not be revoked.