

Company Number 06179972
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
Fred Communications Limited (the "Company")
PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006

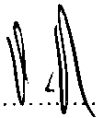
ORDINARY RESOLUTION

THAT the Directors had prepared and signed unaudited accounts for the financial year ending on 31 December 2017 taking advantage of the provisions of section 479A of the Companies Act 2006 (the Act), the Directors' decision to take advantage of the exemption conferred by the Act is hereby confirmed and authorised.

AGREEMENT BY THE ELIGIBLE MEMBER TO WRITTEN RESOLUTION

We, being the sole eligible member of the Company:

1. confirm that we have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006; and
2. hereby resolve and agree that the above resolution be passed as a written resolution pursuant to Section 288 of the Companies Act 2006 and that the resolution shall take effect as a special resolution.



For and on behalf of
Huntsworth plc

Dated 13 September 2018



**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4)
OF THE COMPANIES ACT 2006**

1. Eligible members are the members who would have been entitled to vote on the resolution on the *circulation date of the written resolution*.
2. The circulation date of the written resolution is 13 September 2018 (the "Circulation Date")
3. The procedure for signifying agreement by an eligible member to a written resolution is as follows:
 - (A) A member signifies its agreement to a proposed written resolution when the Company receives from it (or someone acting on its behalf) an authenticated document –
 - (i) identifying the resolution to which it relates, and
 - (ii) indicating its agreement to the resolution.
 - (B) The document must be sent to the Company in hard copy form or in electronic form.
 - (C) A member's agreement to a written resolution, once signified, may not be revoked.
 - (D) A written resolution is passed when the required majority of eligible members have signified their agreement to them.
4. The period for agreeing to the written resolution is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006).