

Company number: 06204235

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

- of -

Sandall Ticketing Holdings Limited

("Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006

Circulation Date 30 May 2014

We, being the sole member of the Company, hereby RESOLVE that the following resolution (the "**Resolution**") will take effect as if it had been passed as a special resolution at a general meeting of the Company duly convened and held

SPECIAL RESOLUTION

THAT

the share capital of the Company as at the date of this resolution be reduced from £291,869.20 to £1 and such reduction shall be effected by cancelling and extinguishing 2,918,682 ordinary shares of £0.10 each in the capital of the Company;

the amount of £2,626,773 90 standing to the credit of the share premium account of the Company at the date of the passing of this resolution be and is hereby cancelled; and

the reduction of the share capital and the cancellation of the amount standing to the credit of the share premium account of the Company shall be effected by applying the sums arising therefrom to the Company's distributable reserves

AGREEMENT

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

MONDAY



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COMPANIES HOUSE

The undersigned, a person entitled to vote on the Resolutions hereby irrevocably agrees to the Resolutions:

Signed by:  ..
For and on behalf of Ticketus Holdings 5 Limited

Date: 30 May 2014

NOTES

- 1 If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated next to your name above and returning it to the Company.
- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 3 Unless, within 28 days after the Circulation Date, sufficient agreement has been received for the Resolutions to be passed, it will lapse
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document