

Company Number 06879191

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

FENDIX MEDIA LIMITED

(the "Company")

WRITTEN RESOLUTION OF THE SHAREHOLDERS  
OF THE COMPANY

31 March 2015

(the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act") the Directors of the Company propose that the following resolutions be passed as special resolutions

SPECIAL RESOLUTIONS

- 1 THAT the Company have authority to issue, pursuant to Article 42 of the Company's Articles of Association (the "Articles") and in accordance with section 570 of the Act, free from any pre-emption rights (whether under section 561(1) of the Act or otherwise) or other restrictions in the Articles or otherwise, any shares arising upon conversion of the Convertible Loan Notes issued to Mr Stephen Thornton, Bond Murray LLP, Mr Jonathan Beddoes, and [others] on the terms of the Refinancing Agreement annexed to this resolution, and subject to the limits set out therein, and
- 2 THAT the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association

The undersigned, being the persons entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agree to the resolution indicated above

Signed

  
Stephen Thornton

Date

31/3/15

Signed

Simon Feeney

Date

Signed

  
Andrew Dixon

Date

31/3/15

TUESDAY



A31

\*A469OBQH\*

28/04/2015

#78

COMPANIES HOUSE

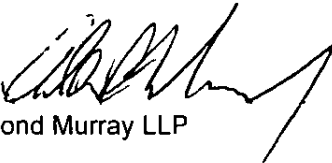
Signed

  
Amanda Legate

Date

31/3/15

Signed

  
Bond Murray LLP

Date

31/3/15

Signed

  
Jonathan Beddoes

Date

31/3/15

Signed

Edward Buckley

Date

Signed

Financial and General Holdings Limited

Date

Signed

Hugh Easterbrook

Date

Signed

Amanda Barshall-Cain

Date

## NOTES

- 1 If you agree to the resolution please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand  
  
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 Once you have indicated your agreement to a resolution, you may not revoke your agreement.
- 3 Unless, by 28 days from the Circulation Date, 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.
- 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.