

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**



**WRITTEN RESOLUTIONS OF THE SOLE MEMBER OF**

**MEDIACO BUSINESS SERVICES LIMITED**

(a company registered in England no 07463997)

("the Company")

**CIRCULATION DATE: 9 December 2010**  
**DATE PASSED: 10 December 2010**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the director of the Company proposes that the resolution numbered 1 below is hereby passed as a special resolution and the resolutions numbered 2 below is hereby passed as an ordinary resolution (together (the "Resolutions"))

**SPECIAL RESOLUTION**

1. That the 1 ordinary share of £1 00 in the capital of the Company be and hereby is now subdivided into 4 ordinary shares of 25p

**ORDINARY RESOLUTION**

2. That, in accordance with section 551 of the Companies Act 2006 ("the Act"), the Directors be and hereby are generally and unconditionally authorised to allot shares in the Company and grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £50 00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date five years following the date this Resolution is passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Act

**AGREEMENT**

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

I, the undersigned, being the sole member entitled to vote on the Resolutions on the circulation date set out at the beginning of this document, hereby irrevocably agree to the Resolutions.

  
Richard Shirvell Price

Dated. 10 December 2010

#### NOTES

- 1 You may agree to all of the Resolutions or none of them, but you cannot agree to some only. If you agree with the Resolutions please indicate your agreement by signing and dating this document where indicated above and returning it to the Company's registered office.
- 2 If you do not agree to the Resolutions, you do not need to do anything, you will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 Unless, by the end of the period of 28 days beginning on the circulation date set out above, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
- 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.