

COMPANY NO: 07596400

**WRITTEN RESOLUTION OF THE MEMBERS OF
NEWINCCO 1112 LIMITED (THE "COMPANY")**

(Circulation Date 17 December 2012)

The directors of the Company propose that the resolution below is passed as a special resolution (the "**Resolution**"), pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**").

SPECIAL RESOLUTION

THAT, in accordance with section 641 of the Act, the issued share capital of the Company be reduced from £550,010,000 divided into 275,005,000 A ordinary shares of £1 each ("**A Shares**"), and 275,005,000 B ordinary shares of £1 each ("**B Shares**") to £10,000 divided into 5,000 A Shares and 5,000 B Shares by cancelling the 275,000,000 A Shares and 275,000,000 B Shares issued on the Circulation Date

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

We, the undersigned, being a member of the Company who would be entitled to vote on the Resolution on the Circulation Date hereby irrevocably agree to the Resolution

for an on behalf of
Southbank Media Limited

Date



PHILIP VINCENTI CFO

for an on behalf of
BBC Worldwide Limited

Date 17 December 2012



A55 *A10BO035* 22/12/2012 #87
COMPANIES HOUSE

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 using one of the following methods
 - by hand delivering the signed copy to The Company Secretary, 245 Hammersmith Road, London W6 8PW, or
 - by post returning the signed copy to The Company Secretary, 245 Hammersmith Road, London W6 8PW
- 2 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
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 4 Unless, by the date falling 28 days after the Circulation Date indicated on page 1 of this document, sufficient agreement has been received for the Resolution to pass, they will lapse If you agree to the Resolution, 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

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for and on behalf of
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Date 17/12/12

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