

Company Number: 07830888

BW PUBLISHING LIMITED
(the "Company")

MONDAY



LD1 *L87C55C0* #81
10/06/2019
COMPANIES HOUSE

SOLE MEMBER'S WRITTEN RESOLUTION

7 June 2019 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "**Resolution**"):

SPECIAL RESOLUTION

THAT the share capital of the Company be reduced by USD 199,999,999 by cancelling and repaying paid up capital to the extent of USD 0.999999995 on each issued B ordinary share of USD 1 and by reducing the nominal value of each B ordinary share from USD 1 to USD 0.000000005.

AND THAT the amount by which the share capital is reduced shall be credited to a distributable reserve of the Company.

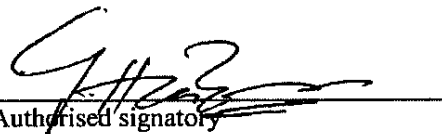
Please read the Notes at the end of this document before signifying your agreement to the Resolution below.

BY ORDER OF THE BOARD


.....
Director

AGREEMENT

WE THE UNDERSIGNED, being the sole member of the Company on the Circulation Date HEREBY IRREVOCABLY AGREE to the Resolution.



Authorised signatory
for and on behalf of
MTL Publishing LLC
Dated: 7 June 2019

NOTES

1. To signify your agreement to the Resolution you should sign and date this document where indicated above and return it to the Company by delivering the signed copy by hand to the Company.
2. Once you have signified your agreement to the Resolution, you may not revoke your agreement.
3. Unless, by the date that is 28 days after the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse.
4. A copy of this document was sent to the Company's auditors on the Circulation Date.