

Company No. 07931334

THE COMPANIES ACT 2006

WRITTEN RESOLUTION

-of-

PULSE MEDIA LIMITED

(the "Company")

WEDNESDAY



A6GDE493

A24

04/10/2017

#129

COMPANIES HOUSE

Circulation Date: 19 August 2015

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

SPECIAL RESOLUTION

1. Alteration of Articles of Association

1.1 THAT, pursuant to section 21 of the Companies Act 2006, the following article is inserted immediately after Article 18 of the Articles of Association of the Company:

19 "Transfer of shares and pre-emption on transfer in relation to security held by a secured institution

19.1 Notwithstanding anything contained in these articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration of any transfer of shares where such transfer:

- 19.1.1 is to any bank or institution or other person to which such shares have been charged or mortgaged, or to any nominee of such a bank or institution or other person ("Secured Institution"); or
- 19.1.2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
- 19.1.3 is executed by a Secured Institution or its nominee pursuant to the power of sale under its security over the shares,

and the directors shall register any such transfer of shares forthwith following receipt.

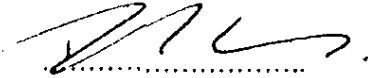
19.2 Notwithstanding anything to the contrary contained in these articles, no transferor or proposed transferor of any shares in the Company to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer to the shareholders for the time being of the Company or any of them, and so such shareholder shall have any right under these articles or under any

agreement or otherwise to require those shares to be offered to it whether for consideration or not.

19.3 Notwithstanding any other provision contained in these articles, the directors (or director if there is only one) of the Company may not exercise its rights of lien (if any) over shares that have been mortgaged, charged or pledged by way of security to a Secured Institution.”

2. This resolution shall have effect notwithstanding any provisions of the Company’s Articles of Association.

We, the undersigned, being the person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution.

A handwritten signature in black ink, consisting of stylized, flowing letters, positioned above a dotted line.

Briefing Media Limited

Date: 19 August 2015

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 in hard copy, by e-mail, by fax or in electronic form.
- 2.** If by the date falling 28 days from the Circulation Date, sufficient agreement has not been received in order to pass the Resolution, the Resolution will lapse. If you agree to the Resolution, please ensure that your agreement reaches the Company on or before this date.
- 3.** 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.