

Company No. 09550826

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
RESOLUTION**

of

Time Out Market Limited

(the "Company")

29 March 2016

(the "Circulation Date")

We, the undersigned, being eligible members of the Company (as defined in section 289 of the Companies Act 2006), irrevocably agree to the following resolution of the Company, having effect as an ordinary resolution, in accordance with Chapter 2 Part 13 of the Companies Act 2006

ORDINARY RESOLUTION

THAT the directors be generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot, grant rights to subscribe for, or convert any securities into, preference shares (as defined in the articles of association of the Company) up to an aggregate nominal amount of €1,865,172 This authorisation shall expire on the fifth anniversary of the date of this resolution (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, after such expiry and the directors may allot shares or grant rights to subscribe for or to convert any security into shares, in pursuance of such offer or agreement as if the authorisations conferred hereby had not expired)



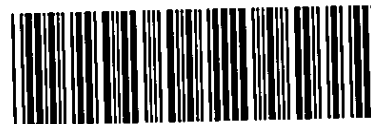
OAKLEY CAPITAL INVESTMENTS LIMITED

Date 29 March 2016

TIME OUT GROUP BC LIMITED

Date

WEDNESDAY



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30/03/2016

#234

COMPANIES HOUSE

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OAKLEY CAPITAL INVESTMENTS LIMITED

Date



TIME OUT GROUP BC LIMITED

Date 29 March 2016



A29

30/03/2016
COMPANIES HOUSE

11201

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 directors at the Company's registered address
 - Post returning the signed copy by post to the directors at the Company's registered address
 - E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to jay.jamnadas@oakleycapital.com Please enter "Time Out Market Limited Written resolution" in the e-mail subject box

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 the resolution, you may not revoke your agreement
- 3 If the resolution is not passed by the end of the period of 28 days beginning with the Circulation Date, 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