

Company Number: 03270710

THE COMPANIES ACTS 1985 - 2006
PRIVATE COMPANY LIMITED BY SHARE

WRITTEN SPECIAL RESOLUTION

OF

MILTON BAYER COMMUNICATIONS LIMITED

SATURDAY



A46 *AXXJXB94* 04/07/2009 249
COMPANIES HOUSE

Circulation Date: 1 July 2009

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

WRITTEN SPECIAL RESOLUTION

THAT the terms of the agreement supplied to us and proposed to be entered into between the Company and Iain Hope for the purchase of 10 Ordinary Shares of £1 each, 3,634 "B" Ordinary Shares of £1 each, 107 "C" Ordinary Shares of £1 each and 720 Employee Shares of 10p each in the capital of the Company by the Company from Iain Hope at the price and on the other terms specified in such form of agreement be and is hereby approved, and that the directors be and are hereby authorised to and are requested to procure the Company to enter into an agreement in such form.

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

The undersigned, being persons entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution.

Signed by **Raymond Wellington**:

Date of signature:

1 July 2009

Signed by **James Chisholm**:

Date of signature:

1 July 2009

Notes:

- 1 If you agree to the Resolution, please indicate your agreement by signing and dating this document above and then return it to the Company by delivering it by hand to or posting it to Howes Percival LLP, No. 1 Bede Island Road, Bede Island Business Park, Leicester, LE2 7EA.
- 2 If you do not agree to the Resolution you do not need to do anything, you will not be deemed to have agreed to the Resolution by failing to reply.
- 3 Once you have indicated your agreement to the Resolution you may not revoke that agreement.
- 4 Unless on or before 28 July 2009 (the "**Lapse Date**"), sufficient agreement has been received for the Resolution to pass, the Resolution will lapse. If you do agree to the Resolution, please therefore ensure that this document, duly signed and dated as explained in Note 1 above, is received by Howes Percival LLP, No. 1 Bede Island Road, Bede Island Business Park, Leicester, LE2 7EA **before** the Lapse Date.
- 5 If you are signing this document on behalf of a person under a power of attorney or other similar authority, you must send a certified copy of that power of attorney or other authority when returning this document.