

COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

CONEXION MEDIA GROUP PLC
("the Company")

At the Annual General Meeting of the Company duly convened and held on 22nd September 2011, the following Resolution was duly passed as a Special Resolution

Special Resolution

That, subject to the passing of Resolutions 3 above, the Directors be and they are hereby empowered pursuant to Section 571 of the Act to allot equity securities (as defined in Section 560(1) of the Act) pursuant to the authority conferred upon them by Resolution 3 above as if Section 561(1) of the Act did not apply to any such allotment PROVIDED THAT such power shall be limited to

- (i) the allotment of equity securities in connection with a rights issue or any other pre-emptive offer in favour of holders of equity securities where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as may be) to the respective amounts of equity securities held by them subject only to such exclusions or other arrangements as the Directors may consider appropriate to deal with fractional entitlements or legal or practical difficulties under the laws of or the requirements of any recognised regulatory body in any territory or otherwise,
- (ii) the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal amount of £213,241 10

and the power hereby conferred shall expire on whichever is the earlier of the conclusion of the next Annual General Meeting of the Company or the date falling fifteen months from the date of the passing of this Resolution unless renewed or extended prior to such time except that the Company may, before the expiry of any power contained in this Resolution, make an offer or agreement (which shall include agreements to allot shares existing at the date hereof which are conditional on the Directors being granted appropriate authority to allot such shares) which would, or might, require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power hereby had not expired

DATED this 22nd day of September 2011

Jul. Aweary
COMPANY SECRETARY

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24/09/2011

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