

THE COMPANIES ACTS 1985 TO 2006

RESOLUTION

OF

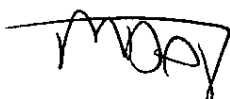
CENTAUR MEDIA PLC (THE "COMPANY")

At A General Meeting of the Company duly convened and held at Wells Point, 79 Wells Street, London W1T 3QN, the following resolutions were duly passed as Ordinary Resolutions

THAT:

1 The proposed disposal by the Company of its entire interest in the share capital of Perfect Information Limited pursuant to and on the terms set out and referred to in the "**Share Sale Agreement**" as defined and described in the circular to shareholders of the Company dated 21 May 2014, a copy of which has been produced to the meeting and initialled by the Chairman for identification purposes only, be and is hereby approved, and that the directors of the Company be and are hereby authorised to agree to any non-material changes to the terms of the Share Sale Agreement, and to enter into any documents pursuant to or in connection with the Share Sale Agreement on behalf of the Company, as they may consider to be necessary or expedient to implement the transactions and arrangements contemplated by the Share Sale Agreement

2 The proposed settlement by the Company of the "**Earn Out**" pursuant to and on the terms set out in the "**Settlement Agreement**" each as defined and described in the circular to shareholders of the Company dated 21 May 2014, a copy of which has been produced to the meeting and initialled by the Chairman for identification purposes only, be and is hereby approved, and that the directors of the Company be and are hereby authorised to agree to any non-material changes to the terms of the Settlement Agreement, and to enter into any documents pursuant to or in connection with the Settlement Agreement on behalf of the Company, as they may consider to be necessary or expedient to implement the transactions and arrangements contemplated by the Settlement Agreement



Company Secretary

9 June 2014

Date

