

COMPANY NO: 07596400

**WRITTEN RESOLUTION OF THE MEMBERS OF  
NEWINCCO 1112 LIMITED (THE "COMPANY")**

**(Circulation Date 17 December 2012)**

The directors of the Company propose that the resolution below is passed as an ordinary resolution (the "**Resolution**"), pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**")

**ORDINARY RESOLUTION**

- 1 **THAT**, in accordance with section 551 of the Act, the directors of the Company be generally and unconditionally authorised to allot, as a bonus issue to be paid up through a capitalisation of the merger reserve of £550,000,000
  - a A Ordinary Shares in the capital of the Company up to an aggregate nominal amount of £275,000,000, and
  - b B Ordinary Shares in the capital of the Company up to an aggregate nominal amount of 275,000,000

(together, the "**Bonus Shares**")

provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the first anniversary of the Circulation Date

Pursuant to article 5 1 of the Company's articles of association (the "**Articles**"), the directors of the Company be and are hereby authorised to allot the Bonus Shares in accordance with resolution 1 above and the signing of the this Written Resolution by all of the members of the Company shall be taken as the Unanimous Shareholders' Decision as defined in the Articles No allotment of Bonus Shares shall be made unless an equal number of A ordinary shares or B ordinary shares is allotted

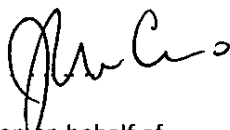
Please read the notes at the end of this document before signifying your agreement to the Resolution



## 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 Company Secretary, 245 Hammersmith Road, London W6 8PW, or
  - by post returning the signed copy to the Company Secretary, 245 Hammersmith Road, London W6 8PW
- 2 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
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 4 Unless, by the date falling 28 days after the Circulation Date indicated on page 1 of this document, sufficient agreement has been received for the Resolution to pass, they will lapse If you agree to the Resolution, please ensure that your agreement reaches us before or during this date
- 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

We, the undersigned, being a member of the Company who would be entitled to vote on the Resolution on the Circulation Date hereby irrevocably agree to the Resolution

A handwritten signature in black ink, appearing to be 'J. C.', written in a cursive style.

for and on behalf of  
**Southbank Media Limited**

Date 17/12/12

for and on behalf of  
**BBC Worldwide Limited**  
Date

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for an on behalf of  
**Southbank Media Limited**

Date



PHILIP VINCENT, CFO

for an on behalf of  
**BBC Worldwide Limited**

Date 17 December 2012

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