

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS  
of**

**INDEPENDENT DIGITAL NEWS AND MEDIA LIMITED**  
(Company No. 7320345 - the "Company")

Passed on 9 June 2012

On 9 June 2012 the following resolutions were duly passed as Ordinary Resolutions of the Company pursuant to Chapter 2 of Part 13 of the Companies Act 2006.

**ORDINARY RESOLUTIONS**

**THAT:**

1 the directors of the Company be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (**Act**) to exercise the powers of the Company to allot 45 A Ordinary Shares in the Company and to grant rights to subscribe for such shares provided that:

- (a) this authority shall expire on the fifth anniversary of the date of passing this resolution; and
- (b) the Company may pursuant to this authority make offers or agreements which would or might require the allotment of shares in the Company after its expiry and the directors may, after the authority has expired, allot shares in the Company in pursuance of any such offer or agreement made before the authority expired,

and all authorities previously conferred upon the directors pursuant to section 551 of the Act shall be revoked but without prejudice to any exercise of such other authorities prior to the date on which this resolution is passed.

2 the directors of the Company be and they are hereby empowered in accordance with section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by the resolution in paragraph 1 above, as if section 561 of the Act did not apply to such allotment provided that this power shall expire on the fifth anniversary of the date of passing this resolution although the Company may make offers or agreements which would or might require the allotment of equity securities after its expiry and the directors may, after this power has expired, allot equity securities in pursuance of any such offer or agreement made before the power expired and all powers previously conferred upon the directors pursuant to section 570 of the Act shall be revoked but without prejudice to any exercise of such other powers prior to the date on which this resolution is passed.

.....  
Director

WEDNESDAY



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COMPANIES HOUSE