

SPECIAL RESOLUTION
of
THE FYZZ FACILITY FILM SIX LIMITED

Passed the 13th February 2015

At a General Meeting of the Company duly convened and held at 94 Cleveland Street, London, W1T 6NW the following resolution was duly passed as **SPECIAL RESOLUTION** of the Company respectively, viz

SPECIAL RESOLUTION

THAT the Articles of Association be amended under the heading Distribution and Share rights as follows

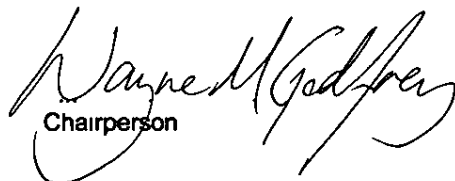
Distributions and surplus assets on dissolution

As with regards to dividends and distribution of assets on a winding up, save to the extent that the company is prohibited from making distributions by the Act

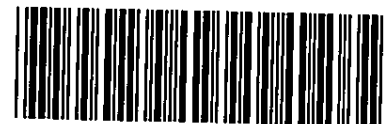
- 1 Firstly to all the A Shareholders and B Shareholders on a pro rata par passu basis until the A and B Shareholders have received (taking into account all prior dividends, distributions and returns of capital and ignoring any change of ownership in the A Shares) an amount equal to £1 25 per A Share or, as applicable, B Share,
- 2 Secondly, any further balance shall be paid to the A Shareholders and the B Shareholders with A Shareholders receiving 75% and B Shareholders 25%.

For the avoidance of doubt, any new 'A' or 'B' shares issued after the payment of distributions has commenced will, for the purpose of the provisions of clause 28 2 be notionally deemed to have received all earlier dividends paid to the holders of 'B' Shares for the purpose of calculating subsequent dividends

For the purposes of the calculation of entitlement to dividends and distributions under this articles any return of capital will be deemed to be dividends and distributions made in accordance with this article


Chairperson

SATURDAY



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21/02/2015

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