

Company Number: 02809261

THE COMPANIES ACT 2006

MONDAY



PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

HAYMARKET GROUP LIMITED

(the "Company")

Circulation Date 10 AUGUST 2015

We, the undersigned, being the sole member of the Company who (at the date of this resolution) would be entitled to receive notice of and attend and vote at any general meeting of the Company in respect of the resolution set out below, hereby agree, pursuant to Chapter 2 of Part 13 of the Companies Act 2006, that the following resolution numbered 1 be passed as a special resolution of the Company:

SPECIAL RESOLUTION

- 1 **THAT** the issued share capital of the Company be reduced from £59,835,964 10 to £6,257,964 10 by cancelling and extinguishing 5,357,800,000 issued ordinary shares of £0 01 each in the capital of the Company which were issued on 10 AUGUST 2015 (each of which is fully paid up) and the amount by which the share capital of the Company is reduced be credited to the Company's distributable reserves

Please read the notes at the end of this document before signifying your agreement to the special resolution.

duly authorised for and on behalf of
DECHERT NOMINEES LIMITED

Date 10 AUGUST 2015

Company Number: 02809261

NOTES

1 If you agree with 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 delivery methods

- **By hand or post:** to Philip Goodman, Haymarket Media Group, Teddington Studios, Broom Road, Teddington, TW11 9BE.
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to *philip.goodman@haymarket.com*

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. However, once you have indicated your agreement to the resolution, you may not revoke your agreement

2 The circulation date of the written resolution is 10 AUGUST 2015 (the "Circulation Date")

3. The period for agreeing to this written resolution is the period of 28 days beginning with the Circulation Date (section 297 Companies Act 2006). Therefore unless, by the expiry of such 28 day period, you have not agreed to the written resolution, it will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or on this date

4 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