

Dated: 09 February 2012

Trust Deed

adopting replacement provisions governing the

Barclay Media Pension Scheme

Parties

Barclay Media Limited (06633813) whose registered office is situate at 3rd Floor, 82 King Street, Manchester, M2 4WQ (in this deed called the Principal Employer)

Roger John Barclay and Sarah Barclay of c/o Barclay Media Limited, 3rd Floor, 82 King Street, Manchester, M2 4WQ (in this deed called the 'Trustees')

Recitals

Barclay Media Pension Scheme (in this deed called the 'Scheme') is a pension scheme which is currently governed by definitive trust deed and rules dated 30 July 2009 and all supplemental deeds (in this deed called the 'Existing Provisions').

It is intended to replace the Existing Provisions in their entirety.

The power of alteration and amendment is set out in 3.1 of the Existing Provisions.

Operative provisions

Each Trustee who is a member by his execution of this deed gives his consent as a member to any and all modifications made by this deed, and confirms that he has had a reasonable opportunity to make representations to the other Trustees about the modifications, and that he is aware that the consent requirements apply in his case in respect of the modifications. Words given a specific meaning for the purposes of section 67 of the Pensions Act 1995 shall have the same meaning in this clause.

Pursuant to clause 3.1 of the Existing Provisions, those Existing Provisions shall cease to have effect and the Scheme shall be governed by the attached Rules with effect from the date of this deed:

PROVIDED THAT:

3.1 the power in Rule 3.1 (Power of Amendment) may be exercised by the Principal Employer with the consent of all the Trustees.

3.2 the power in Rule 4.1 (Trustees Appointment and Removal) may be exercised by the Principal Employer with the consent of all the Trustees.

The provisions of this deed shall have effect on and from its date.

IN WITNESS OF WHICH this document is executed as a deed and is delivered on the date stated above.

SIGNED as a deed, and delivered when dated, by
BARCLAY MEDIA LIMITED
acting by

Director Signature: 
Name : ROGER BARCLAY

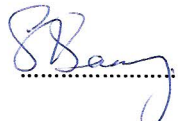
Director/ Signature: 
Secretary Name : SARAH BARCLAY

SIGNED as a deed, and delivered when dated, by
ROGER JOHN BARCLAY in the presence of:

 (signature)

Witness Signature: 
Name : R. RAMZAN
Address : 82 King Street
 Manchester
 M2 - 4WQ.

SIGNED as a deed, and delivered when dated, by
SARAH BARCLAY in the presence of:

 (signature)

Witness Signature: 
Name : R. RAMZAN
Address : 82 King Street
 Manchester
 M2 - 4WQ.