



ZINKIA ENTERTAINMENT, S.A.

APPROVED RESOLUTIONS OF ORDINARY GENERAL SHAREHOLDERS MEETING

OF 26 JUNE 2014.

First. Review and, if applicable, approval of the Annual Accounts (Balance Sheet, Income Statement, Statement of Changes in Net Worth, Cash Flow Statement and the notes thereto) and Management Reports, for the 2013 financial year of ZINKIA ENTERTAINMENT, S.A. and of its consolidated Group.

Submitted for consideration of the General Meeting its approval of the Annual Accounts and Management Reports for the financial year closed 31 December 2013, of the Company and its consolidated Group.

This proposal has a favourable report from the Audit Committee.

Second. Review and, if applicable, approval of the proposal for distribution of profits of the financial year.

Given the negative result of the Income Statement for the financial year ended 31 December 2013, it is submitted for approval the proposal of allocation or distribution of 2013 result, with a loss of 1.020.297 €, to "prior-year results".

This proposal has a favourable report from the Audit Committee.

Third. Review and, if applicable, approval of the performance of the Board of Directors.

The management undertaken by the Board of Directors of the Company during the 2013 financial year is submitted for approval.

This proposal has a favourable report from the Audit Committee.

Fourth. Reelection of Auditors of the Company and its consolidated Group.

The shareholders are advised that the appointment of the auditor of the Company in order to audit the financial statements of the company has expired with the audit of the accounts of the previous year.

Accordingly, it is submitted for consideration of the General Meeting the re-election of "Garrido Auditors, SL" as Auditors of the Company to review the financial statements for a period of three (3) years being the first 2014 year.

It is noted that Garrido Auditors, SL has its registered office in Madrid, Calle Almagro, 26, Escalera izquierda, 1st A (28010), NIF B-83964569. It is registered in the Commercial Registry of Madrid, folio 17, Section 8, Volume 20,095, Sheet M-354653, and the Official Register of Auditors (ROAC) with number S1838.

This proposal has been formulated with the previous proposal of the Audit Committee.

Fifth.- Re-election and Director's Appointment.

In the General Meeting of Shareholders held on May 26, 2009 the appointments of the current directors were made by the statutory period of five years, and therefore, it is now submitted to the General Meeting the re-election of directors, and in this sense:

- It is submitted for the approval of the shareholders the re-election as member of the Board of Directors, with the consideration as executive director, for the statutory period of five years, of Mr. José Maria Castillejo Oriol.

Mr. Castillejo shall accept the appointment as Director in the same Shareholders Meeting or after the meeting in any way admitted by law.



- It is submitted for the approval of the shareholders the re-election as member of the Board of Directors, with the consideration as dominical director, for the statutory period of five years, of JOMACA 98, S.L.

JOMACA 98, S.L shall accept the appointment as Director and shall appoint the person to be act in its behalf in the same Shareholders Meeting or after the meeting in any way admitted by law.

Regarding this agenda item, it has been has withdrawn the proposed re-election of Mr Alejandro De Diego Ballestero as Director.

In addition, it is submitted for the approval of the shareholders the appointment as member of the Board of Directors, with the consideration as independent director (in attention to its personal and professional conditions), for the statutory period of five years, Mr. Jose Carlos Sola Ballester, full of age, entrepreneur, with ID number 31.235.121-V, and registered office to these purposes at C/ Infantas, 27 (28004) Madrid.

Mr. Sola shall accept the appointment as Director in the same Shareholders Meeting or after the meeting in any way admitted by law.

Finally, in accordance with previous Re-elections and appointment, it is submitted for the consideration of the General Meeting deciding on the number of members of the Board of Directors of the Company within three (3).

Sixth -. Fixing the remuneration of the Board of Directors.

In accordance with the provisions of Article 18 of the Bylaws, it is submitted to the consideration of the General Board fixing the remuneration of the members of the Board of Directors at four hundred thousand (€ 400.000 -.) Annual euros, delegating to the Board of Directors determining the distribution of this amount among its members, being it possible to distribute in a non-equal basis for each one of the Directors on the basis of their belonging or not to Committees of the Board of Directors, of the positions they hold and / or sharing their dedication the service of the Company, not being forced the Board of Directors to dispose of the entire amount approved by the General Meeting.

Meanwhile the General Meeting does not change the said amount; the remuneration of the members of the Board of Directors shall be the one mentioned in the previous paragraph.

Seventh -. Approval of Early Offer of Arrangement.

Is submitted for consideration by the General Meeting the approval of the Early Offer of Arrangement proposed by the Company and which was formalized in a public deed before the Notary of Madrid Don Fernando Hernández Font, dated April 1, 2014 under the number 665 its protocol.

Eighth.- Delegation of authority for implementation, attestation as a public document and registration of the aforesaid resolutions, and also for the mandatory filing of the Annual Accounts, both individual and consolidated, with the Commercial Registry.

Submitted for approval of the shareholders its express authorisation to the Chairman and the Secretary of the Board of Directors, so that either of them, with such authority as may be necessary by law, may appear before a notary for the attestation as public documents of the resolutions adopted, and take such actions as may be necessary in order to achieve their registration, when appropriate, in the corresponding public registries, and make the required filing of the annual accounts, individual and consolidated, with the Commercial Registry and, if required, execute documents clarifying or correcting the original documents, if applicable requesting partial registration, based on the verbal or written review of the Commercial Registry.
