
Company Name: **THE CODEMASTERS SOFTWARE COMPANY LIMITED**
(the "Company")

Company Number: **02044132**

WRITTEN RESOLUTIONS


proposed pursuant to Chapter 2 of Part 13 of the Companies Act 2006

Circulation Date: **18 June 2021**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions contained on **PAGE 2** of this document be passed as special resolutions within the meaning of section 283 Companies Act 2006 (the "**Resolutions**").

Please read the important notes contained on PAGE 3 of this document before signifying your agreement to the Resolutions.

Dated: **18 June 2021**

DocuSigned by:

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By Order of the Board

Registered Office: Codemasters Campus
Stoneythorpe
Southam
Warwickshire
CV47 2DL

THURSDAY



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COMPANIES HOUSE

SPECIAL RESOLUTIONS

- 1 **THAT**, in accordance with section 551 of the Companies Act 2006, the directors of the Company be authorised (generally and unconditionally) to allot 19,489,578 Ordinary Shares of £1 each in the capital of the Company, up to an aggregate nominal amount of £19,489,578, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 July 2021 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require Ordinary Shares of £1 each in the capital of the Company to be allotted and the directors may allot Ordinary Shares of £1 each in the capital of the Company in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the directors.
- 2 **THAT**, in accordance with section 570 of the Companies Act 2006 and subject to the passing of Resolution 1 above, the directors of the Company be given the general and unconditional authority to allot 19,489,578 Ordinary Shares of £1 each in the capital of the Company pursuant to the authority detailed in Resolution 1 above, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment.
- 3 **THAT**, notwithstanding anything to the contrary in the Company's articles of association, it is desirable to capitalise the sum of £19,489,578 (the "**Sum**") being part of the amount standing to the credit of the capital contribution reserve of the Company and accordingly the directors be authorised to capitalise the full amount of the Sum and:
 - (a) to appropriate it to the holders of the issued and fully paid Ordinary Shares of £1 each in the capital of the Company who would have been entitled to it if it were distributed by way of dividend on or in respect of the Ordinary Shares of £1 each and in the same proportions; and
 - (b) to apply it on their behalf in paying up in full 19,489,578 new Ordinary Shares of £1 each in the capital of the Company to be allotted credited as fully paid to those holders in those proportions,and so that the shares to be issued with the authority of this resolution shall rank for all purposes *pari passu* with the existing issued Ordinary Shares of £1 each in the capital of the Company and the directors shall give effect to this resolution.
- 4 **THAT**, for the avoidance of doubt, neither articles 3(a) to (c) (inclusive) nor article 4(a) of the Company's articles of association shall apply to the authorisations and allotments detailed in the resolutions above.

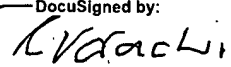
IMPORTANT NOTES

- 1 If you agree with the Resolutions contained on **PAGE 2** of this document, please indicate your agreement by signing and dating this document where indicated below on **PAGE 4** and returning it to the Company using one of the following methods:
 - (a) **By hand:** delivering the signed copy to ASA1 at Gowling WLG (UK) LLP, Two Snowhill, Birmingham, B4 6WR.
 - (b) **By post:** returning the signed copy by post to ASA1 at Gowling WLG (UK) LLP, Two Snowhill, Birmingham, B4 6WR.
 - (c) **By e-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to amar.adata@gowlingwlg.com. Please enter **"Written Resolutions dated 18 June 2021"** in the e-mail subject box.
 - (d) **By Adobe Sign or DocuSign:** via the link received to signify your agreement in this way or by returning this document through the electronic platform of Adobe Sign or DocuSign (as applicable). This would usually be automatic following you completing the electronic signing process.
- 2 If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 Unless, by **15 July 2021** (being the period of 28 days beginning with the circulation date of these written resolutions), sufficient agreement has been received for the Resolutions to be passed, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

AGREEMENT

*Please read the important notes on **PAGE 3** of this document before signifying your agreement to the Resolutions set out on **PAGE 2**.*

The undersigned, being the sole eligible member entitled to vote on the Resolutions contained on **PAGE 2** of this document on **18 June 2021**, hereby irrevocably agrees to the Resolutions.

Name	Date	Signature
Codemasters Group Holdings Limited	18 June 2021	DocuSigned by:  87097701CE8947D...