



Company Number: 03883658

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF THE SOLE MEMBER
of
GAN (UK) LIMITED (the Company)

Circulated on April 18, 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, it is proposed that the resolutions below are passed as indicated below. The resolutions set out below are referred to in this document as the **Resolutions**.

SPECIAL RESOLUTIONS

1. **THAT** the articles of association of the Company be amended by inserting a new article 27A after article 27:

"27A The lien referred to in article 24 shall not apply where any such shares have been pledged, mortgaged or charged by way of security.

2. **THAT** the articles of association of the Company be amended by inserting a new article 48A and 48B after article 48:

"48A Notwithstanding anything contained in these articles, the directors shall promptly register any transfer of shares and may not refuse or suspend registration of a transfer:

- (a) *to a lender, a bank or institution, or an entity acting as agent and/or trustee for a group of lenders to which, in any such case, such shares have been pledged, mortgaged or charged by way of security, or to any nominee or any transferee of such a lender, bank, institution or agent and/or trustee (in each case, a **secured person**); or*
- (b) *delivered to the Company for registration by a secured person or its nominee in order to register the secured person as legal owner of the shares or in order to transfer the shares to a third party; or*
- (c) *is executed by a secured person or its nominee pursuant to the power of sale or other power under such security.*


48B Notwithstanding anything to the contrary contained in these articles, no transferor of any shares in the Company or proposed transferor of such shares to a secured person or its nominee and no secured person or its nominee, shall be required to offer the shares which are or are to be the subject of any transfer referred to in article 48A above to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the articles or otherwise to require such shares to be transferred to them whether for consideration or not."

Please read the notes set out below before signing or taking any action on this document.

AGREEMENT

The sole member entitled to vote on the Resolution on the Circulation Date, irrevocably agrees to the Resolutions:

SIGNED on behalf of **GAN LIMITED**

<i>Signature</i>	
	<small>DocuSigned by:</small>
<small>37AE49D7DAA74D8</small>	
<i>Print name</i>	
Dermot Smurfit	

Date on which Resolutions are passed April 18, 2022

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