

Company Name: **EIGHTH DAY SOUND UK LIMITED**  
(the "Company")

Company Number: **06968322**

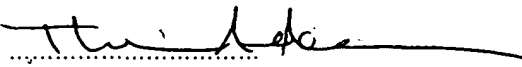
**WRITTEN RESOLUTIONS**  
proposed pursuant to Chapter 2 of Part 13 of the Companies Act  
2006 (Act)

Circulation Date: **August 27, 2020**

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 of the Act (the "Resolutions").

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

Dated: **August 27, 2020**

  
By Order of the Board

Registered Office: **Dyke Yaxley Limited**  
**1 Brassey Road**  
**Old Potts Way**  
**Shrewsbury**  
**Shropshire**  
**SY3 7FA**



## SPECIAL RESOLUTIONS

- 1 **THAT**, in accordance with section 21(1) of the Act, the provisions of clauses 3 and 4 of the Company's memorandum of association (which are deemed under section 28 of the Act to be provisions of the Company's articles) are removed in their entirety so that once notice of that removal has been registered in accordance with section 31(2)(b) of the Act, those provisions shall no longer apply to the Company and the Company's objects are to be unrestricted.
- 2 **THAT**, in accordance with paragraph 42(2) of schedule 2 to the Act (Commencement No. 8, Transitional Provisions and Savings) Order 2008, the provisions of clause 6 of the Company's memorandum of association (which are deemed under section 28 of Act to be provisions of the Company's articles) are revoked and that clause is deleted in its entirety so that those provisions shall no longer apply to the Company.
- 3 **THAT**, the form of the articles of association annexed to this Written Resolution be, and they are hereby, adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company (including, for the avoidance of doubt, those provisions of the Company's memorandum of association which are treated as provisions of the Company's existing articles of association under section 28(1) of the Act) (the "**New Articles**").
- 4 **THAT**, the situations in which either Thomas Anthony Arko, Catherine Ann Bellante, Troy Anthony Clair, Shaun Eugene Clair and Matthew Ronald Clair (each being a "**Director**") has or can have an interest that conflicts or may conflict with the interests of the Company which are described in the memorandum attached below are authorised and approved notwithstanding that any such conflict of interest may infringe or breach the Director's duty under section 175 of the Act to avoid such situations and for the avoidance of doubt, each Director is authorised to be and remain as a director, shareholder or employee of any company referred to in the schedule and any existing breaches of duty arising from the situations described in the schedule are hereby ratified and approved.

### Memorandum

- 1 Becoming, holding, or being in, the position of director, shareholder or employee of the Company.
- 2 Becoming, holding, or being in, the position of director, shareholder or employee of any company which is from time to time:
  - (a) the Company's subsidiary company; or
  - (b) the Company's holding company; or
  - (c) any subsidiary of the Company's holding company,

and for the purposes of this paragraph **subsidiary** and **holding company** have the meanings ascribed to them respectively by section 1159 of the Act.

### **IMPORTANT NOTES**

- 1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only one of the Resolutions.
- 2 If you agree with all of 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 Jasmine Bennett, Gowling WLG (UK) LLP, Two Snowhill, Birmingham, B4 6WR, United Kingdom.
  - (b) **By post:** returning the signed copy by post to Jasmine Bennett, Gowling WLG (UK) LLP, Two Snowhill, Birmingham, B4 6WR, United Kingdom.
  - (c) **By e-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [jasmine.bennett@gowlingwlg.com](mailto:jasmine.bennett@gowlingwlg.com). Please enter **"Written Resolutions dated 2020"** in the e-mail subject box.
- 3 If you do not agree to all of the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 4 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 5 Unless, by **September 24, 2020** (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 eligible members of the Company entitled to vote on the Resolutions contained on **PAGE 2** of this document on **August 27, 2020**, hereby irrevocably agree to those Resolutions.

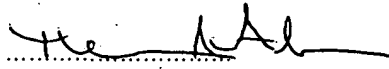
---

**Name of Shareholder**

**Signature**

**Date**

**EIGHTH DAY SOUND INTERNATIONAL  
HOLDING COMPANY LLC**

A handwritten signature in black ink, appearing to be "He [unclear] Al", written over a dotted line.

**August 27, 2020**

---