

**Company number: 7366438**

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION OF**

---

**H&C TV LIMITED ("Company")**

---

**PURSUANT TO PART 13, CHAPTER 2 OF THE COMPANIES ACT 2006**

Date of circulation: 6 July 2020

**WRITTEN RESOLUTIONS**

The directors of the Company (**Directors**) propose that the following resolutions are passed as an ordinary resolution (in the case of resolution 1) and as special resolutions (in the case of resolutions 2 to 4) (**Resolutions**).

**ORDINARY RESOLUTION**

1. THAT, pursuant to Section 551 of the Companies Act 2006 (**CA 2006**), the Directors shall have a general and unconditional authority to allot 924,881 Preferred A Shares of £1.00 each having the rights and subject to the restrictions set out in the articles of association of the Company. The authority hereby conferred shall, subject to Section 551 of the Act be for a period expiring 28 days from the date of passing of this resolution unless renewed varied or revoked by an ordinary resolution of the Company.

**SPECIAL RESOLUTIONS**

2. THAT, with effect from the conclusion of the meeting, the Article 3 of the Company's articles of association be amended as follows:  
"The authorised share capital of the Company is £20,000,000 divided into 1,500,000 Ordinary Shares of £0.01 each, 30,000 A Ordinary shares of £4.00 each, 16,300,000 Series A Preferred Shares of £1.00 each, 2,700,000 Series B Preferred Shares of £1.00 each, and 800,000 Series C Redeemable Preferred Shares of £1.00 each."
3. THAT an increase in the authorised share capital of the Company to £20,000,000 is authorised, and that the issue of 719,117 Series A Preferred Shares of £1.00 allotted between 19 January 2020 and 02 July 2020 is approved, despite the shares being issued in contravention of article 3 of the Company's articles of association.

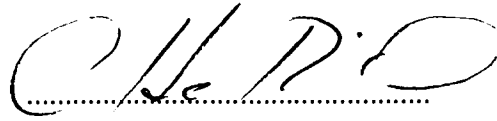
4. THAT, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the shares referred to in the resolutions above shall be issued free of any pre-emption or other rights, whether under the Articles or 561(1) of the CA 2006 or otherwise.

#### **AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, a person entitled to vote on the Resolutions on 6th July, 2020 hereby irrevocably agrees to the Resolutions

Signed:



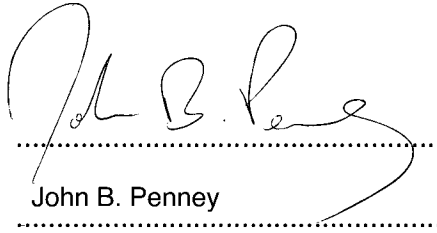
Print Name:

CLAUDE DUBAL

Date:

July 7, 2020

Signed:



.....


Print Name:

John B. Penney

Date:

6 July 2020

Signed:

A handwritten signature in black ink, appearing to read 'Heather Kullen', written over a dotted line.

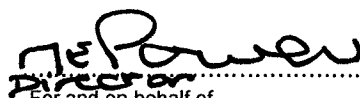
Print Name:

HEATHER KULLEN

Date:

6 July 2020

Signed:



.....

Print Name:

For and on behalf of  
Hawksford Trustees Jersey Limited  
as Trustees of the Killen 2012 Trust  
.....

Date:

6 July 2020  
.....