

Company Number: 07430836

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTIONS**

of

**CODE THAT LIMITED (Company)**

SATURDAY



Circulation Date: [9/7] 2018 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (**Resolutions**).

**SPECIAL RESOLUTIONS**

1. **THAT** the articles of association of the Company be amended by inserting a new Article 39 as follows:

"39. Notwithstanding anything contained in these Articles, the Directors of the Company may not decline to register any transfer of shares in the Company and may not suspend any registration thereof, where such transfer is:

- (i) to a bank or institution to which such shares have been mortgaged or charged by way of security (whether as lender, or agent and trustee for a group of banks or institutions or otherwise) (a **Secured Institution**), or to any nominee of such Secured Institution, pursuant to any such security;
- (ii) executed by a Secured Institution or its nominee pursuant to the power of sale or other power under any such security; or
- (iii) executed by a receiver or manager appointed by or on behalf of any Secured Institution or its nominee, under any such security,

and furthermore, notwithstanding anything to the contrary contained in these Articles:

- (i) no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or to its nominee;
- (ii) no Secured Institution or its nominee; and
- (iii) no receiver or manager appointed by or on behalf of a Secured Institution or its nominee,

shall be required to offer the shares which are or are to be the subject of any such transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under these Articles or otherwise to require such shares to be transferred to them whether for consideration or not."

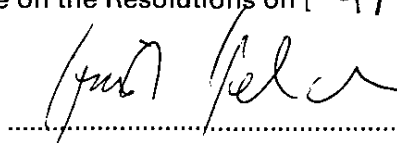
2. **THAT** the existing articles of association shall be renumbered accordingly.

**AGREEMENT**

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

The undersigned, the sole shareholder entitled to vote on the Resolutions on [ 9/7/18], hereby irrevocably agrees to the Resolutions.

Signed by **FABLE MEDIA ApS**



Date

9. July 2018

## NOTES

1. You can choose to agree to both of the Resolutions or neither of them, but you cannot agree to only one of them. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
  - **By Hand:** delivering the signed copy to Katie Layton, DMH Stallard LLP, 6 New Street Square, New Fetter Lane, London EC4A 3BF;
  - **By Post:** returning the signed copy by post to DMH Stallard LLP, 6 New Street Square, New Fetter Lane, London EC4A 3BF, marked for the attention of Katie Layton;
  - **Email:** by attaching a scanned copy of the signed document to e-mail and sending it to [katie.layton@dmhstallard.com](mailto:katie.layton@dmhstallard.com).
- 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.
2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date.