

**COMPANIES ACT 2006 SPECIAL/WRITTEN/ORDINARY RESOLUTION**

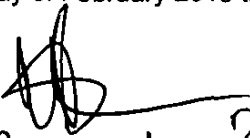
**Company number:** 08075740

**Company name:** Disciple Media Ltd

On the 26 day of February 2019 the attached special was agreed and passed by the members.

Signed:

Date:

 BENJAMIN VAUGHAN  
4<sup>th</sup> march 2019.

WEDNESDAY



\*A80MW5Q8\*

A19

06/03/2019

#105

COMPANIES HOUSE

## SHAREHOLDERS' SPECIAL CONSENT

DATED: 01 OCTOBER 2018

We, the undersigned, being shareholders in Disciple Media Limited (a company incorporated and registered in England and Wales under company registration number 08075740) (the "**Company**") consent to the following:

- (1) the issue and allotment of up to 10,028 ordinary shares of £0.01 each in the capital of the Company at the price of up to £249.31 per share at any time up, until and including 31 January 2019; and
- (2) the appointment of Mark Downey as a director of the Company.

This document constitutes:

- (1) a Shareholders' Special Consent as defined in the articles of association of the Company (the "**Articles**") disapplying article 4 of the Articles and permitting the new issue of shares described above free of the restrictions contained in article 4 of the Articles; and
- (2) a consent of the requisite majority of shareholders pursuant to clause 4 of the shareholders' agreement of the Company dated 22 May 2017.

and consequently has been signed by enough shareholders of the Company necessary to pass a Shareholders' Special Consent (as such term is defined in article 17.1 of the articles of association of the Company), being: (i) shareholders holding not less than 80 per cent in nominal value of the issued ordinary share capital of the Company; and (ii) each shareholder holding more than 15 per cent in nominal value of the issued ordinary share capital of the Company.

This document may be signed in counterparts by one or more shareholders all of which when taken together will constitute a single instrument.

### Agreement

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

Members of the Company who are eligible members because they are entitled to vote on the Special Consent on the circulation date (that is the first date on which copies of the Special Consent is sent to members, being 01 October 2018 (the "**Circulation Date**") should sign and date below to signify their agreement to the Special Consent and return the signed document by hand or by post to the company's postal address.

The Special Consent must be passed by the requisite majority by the end of the period of 28 days beginning with the Circulation Date otherwise it will lapse.

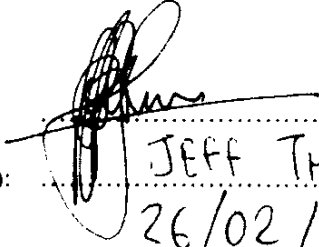
The undersigned, being members of the Company holders of enough shares of the Company necessary to pass a Special Consent on the Circulation Date, hereby irrevocably agree to the resolution above.

Agreed:

Signed:

Name (in block capitals):

Date:

  
JEFF THOMAS  
26/02/19

•   •  
**NOTES**

1. If you agree to the Special Consent, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company. If you do not agree to the Special Consent, 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 Special Consent, you may not revoke your agreement.
3. Unless, by the end of the period of 28 days beginning with the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Special Consent to be passed, they will lapse. If you agree to the Special Consent, please ensure that your agreement reaches us on or before this date.
4. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.