

WRITTEN RESOLUTIONS OF THE COMPANY
PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006

DISCIPLE MEDIA LIMITED (the "Company")

24 May 2020 (the "Circulation Date")

The directors of the Company propose that the following written resolutions be passed by the Company as ordinary and special resolutions (the "**Resolutions**").

ORDINARY RESOLUTIONS

1. THAT the Company may issue and allot up to 20,474 ordinary shares of £0.01 each in the capital of the Company at the price of up to £110.19 per share at any time up to and including 24 July 2020.
2. THAT, 93,417 of the Ordinary Shares of £0.01 each in the capital of the Company as set out in column 2 of the table attached at Appendix 1 to these Resolutions (the "**Share Table**") are to be re-designated into 10,583 Non-Voting B Ordinary shares of £0.01 each as set out in column 3 of the Share Table, such shares having the rights and being subject to the restrictions set out in the articles of association of the Company, adopted pursuant to Resolution 2 below.
3. The issue of one warrant instrument (in the form attached at Appendix 1 to this consent) to Alex Beard in respect of up to 2,570 ordinary shares of £0.01 each, per instrument, pursuant to the terms set out therein.

SPECIAL RESOLUTION

4. THAT the articles of association attached to these Resolutions be and hereby are 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.

AGREEMENT

Please read the notes at the end of these Resolutions before signifying your agreement to them.

By signing these Resolutions you confirm that, for the purposes of the Companies Act 2006 the Resolutions are taken as validly circulated to the shareholders of the Company entitled to vote on the Resolutions and passed at the date hereof.

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

Agreement

We, the undersigned, being the shareholders entitled to vote on the above Resolutions and together being the holders of the entire issued share capital of the Company on the Circulation Date, hereby irrevocably agree and approve the Resolutions and hereby sanction any modification or variation or abrogation of any of the rights and/or privileges attached to our class of shares which may be effected by or pursuant to the passing of the Resolutions.

Signed

