

DISCIPLE MEDIA LIMITED

(the “Company”)

WRITTEN RESOLUTIONS

**to which Chapter 2 of Part 13 of the Companies Act 2006 apply and
Shareholders’ Special Consent**



The following resolutions were passed pursuant to Chapter 2 of Part 13 of the Companies Act (together, the “**Resolutions**”) on 22 June 2021:

This document constitutes a Shareholders’ Special Consent (as defined in article 16.1 of the articles of association of the Company (the “**Existing Articles**”)) for the purpose of article 11.1.3 of the Existing Articles and a written shareholder approval pursuant to clause 4.12 of a shareholders’ agreement relating to the Company, dated 22 May 2017 and entered into between (1) the Company, (2) the Existing Shareholders and (3) the Investors (parties (2) and (3) each as defined therein) (the “**SHA**”) and consequently, has been signed by shareholders of the Company (“**Shareholder(s)**”) holding not less than 80 per cent in nominal value of the ordinary shares of £0.01 each in the capital of the Company (the “**Ordinary Shares**”) and each Shareholder holding more than 15 per cent in nominal value of the Ordinary Shares.

RESOLUTIONS

THAT:

1. the transfers by various Shareholders of the legal title to 68,438 Ordinary Shares, in aggregate and 10,545 non-voting B ordinary shares of £0.01 each in the capital of the Company (the “**B Ordinary Shares**”), in aggregate to Disciple Nominees Ltd for nil consideration, be and are hereby approved, in accordance with article 11.1.3 of the Existing Articles;
2. a new class of growth shares of £0.01 each in the capital of the Company (the “**Growth Shares**”) be created having the rights and being subject to the restrictions set out in the New Articles (defined below), in accordance with clause 4.1 of the SHA;
3. the directors of the Company be authorised to issue warrants to subscribe for B Ordinary Shares to Quintessentially Ventures Limited (company number 08352180) (“**QVL**”), pursuant to the terms of a letter addressed from the Company to QVL (the “**Warrants**”), which is to be delivered by the Company to QVL on or around the date of the Resolutions;
4. the directors (for the purposes of section 551 of the Act) be generally and unconditionally authorised to allot and issue shares up to an aggregate amount of 37,913 Growth Shares, 74,440 Ordinary Shares and 8,082 B Ordinary Shares, provided that this authority shall, unless renewed, varied, or revoked by the Company, expire five years after the date of passing of the Resolutions, save that the Company may, before such expiry, make an offer or agreement which would or might require the Growth Shares and/or Ordinary Shares and/or B Ordinary Shares to be allotted after such expiry and the directors may allot the Growth Shares and/or Ordinary Shares and/or B