

**COMPANIES ACT 2006 WRITTEN RESOLUTION**

**Company number:**

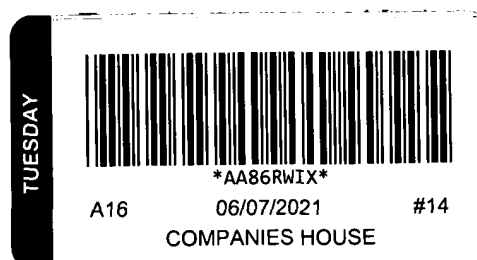
0875740

**Company name:**

DISCIPLE MEDIA LIMITED

On the 22<sup>nd</sup> day of June 2021 the following written resolution was agreed and passed by the members:

Signed: 



**DISCIPLE MEDIA LIMITED**

**(the "Company")**

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

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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.

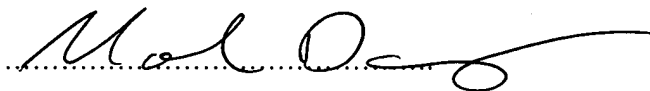
**RESOLUTIONS**

**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

Ordinary Shares in pursuance of such offer or agreement as if the authority conferred by the Resolutions had not expired;

5. subject to the passing of Resolutions 2 and 3 above and in accordance with section 570 of the Act, the directors be generally empowered to issue the Warrants to QVL and allot equity securities (as defined in section 560 of the Act) as if any restrictions as to pre-emption, including but not limited to the restrictions contained in section 561(1) of the Act and article 4 of the Existing Articles, did not apply to any such allotment and any rights of pre-emption in connection therewith be and are hereby waived, in accordance with article 4.10 of the Existing Articles, provided that this power shall:
- (a) be limited to:
- the issue of the Warrants; and
  - the allotment of equity securities up to an aggregate amount of 37,913 Growth Shares; 74,440 Ordinary Shares; and 8,082 B Ordinary Shares;
- (b) expire five years after the date of the passing of the Resolutions (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allocated after such expiry and the director may allot equity in pursuance of any such offer or agreement notwithstanding that the power conferred by the Resolutions has expired;
6. the share option pool of the Company be increased up to a maximum of options over 9,025 Ordinary Shares, in accordance with clause 4.1 of the SHA;
7. Nick Luckock be appointed as a director of the Company, in accordance with clause 4.12 of the SHA; and
8. the articles of association in the form supplied to the members of the Company with the Resolutions be adopted as the articles of association of the Company (the “**New Articles**”) in substitution for and to the entire exclusion of the Existing Articles.



For and on behalf of Disciple Media Limited

22 June 2021  
Date