

Company number: 08075740

DISCIPLE MEDIA LIMITED (the “Company”)

WRITTEN RESOLUTIONS

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

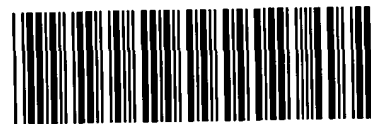
The following resolutions were passed pursuant to Chapter 2 of Part 13 of the Companies Act (together, the “**Resolutions**”) on _____ 24th September _____ 2021:

This document constitutes a Shareholders’ Special Consent (as defined in article 17.1 of the articles of association of the Company (the “**Articles**”)) for the purpose of articles 4.7 and 4.10 of the Articles and a written shareholder approval pursuant to clauses 4.1 and 4.12 of an amended and restated shareholders’ agreement relating to the Company, dated 17 February 2021 and entered into between (1) the Company and (2) the Existing Shareholders (party (2) as defined therein) (the “**ARSHA**”) and consequently, has been signed by (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, in each case at the time the consent is given or the agreement made. For the purposes of determining shareholdings for limb (ii), the shares held by Sharon Brittan, Jeff Thomas (or any person subscribing shares at the nomination of Jeff Thomas) and Nick Mason (if any) shall be aggregated as though they were held by one shareholder.

RESOLUTIONS

1. Eirik Svendsen (“**ES**”) be appointed as a director of the Company;
2. the directors of the Company be authorised to issue warrants to subscribe for non-voting B ordinary shares of £0.01 each in the capital of the Company (“**B Ordinary Shares**”) to Nicholas Luckcock (“**NL**”), pursuant to the terms of a letter addressed from the Company to NL (the “**NL Warrants**”), which is to be delivered by the Company to NL on or around the date of the Resolutions;
3. the directors of the Company be authorised to issue warrants to subscribe for B Ordinary Shares to ES, pursuant to the terms of a letter addressed from the Company to ES (the “**ES Warrants**”), which is to be delivered by the Company to ES 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 exercise all of the powers of the Company to allot and issue such amounts of B Ordinary Shares to NS and ES as required pursuant the warrant letters to be entered into between the Company and each of NS and ES respectively on or around the date of these Resolutions (the “**Warrant Shares**”), provided that this authority shall, unless renewed, varied, or revoked by the Company, expire five years from the date of passing of this Written Resolution, but the Company may, before such expiry, make an offer or agreement before this authority expires which would or might require equity securities (as defined in section 560 of the Act) to be allotted after it has expired and the directors may allot shares or other securities convertible into shares under such offer or agreement notwithstanding that this authority has expired; and

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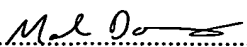
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5. 5. subject to the passing of Resolutions 2 – 4 (inclusive) above and in accordance with section 570 of the Act, the directors be generally empowered to issue the NL Warrants to NL, the ES Warrants to ES and the Warrant Shares to certain warrant holders, 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 Articles, did not apply to any such issue and allotment and any rights of pre-emption in connection therewith be and are hereby waived, in accordance with article 4.10 of the Articles, provided that this power shall:

(a) be limited to the issue of:

- the NL Warrants and the ES Warrants; and
- the Warrant Shares; and

(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.


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For and on behalf of Disciple Media Limited

.....28th September..... 2021

Date