# PRIVATE COMPANY LIMITED BY SHARES WRITTEN RESOLUTION

of

### **TVPLAYER LIMITED**

(Company number 08284946)

(the "Company")

Circulation date: 28 February 2019
In accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006, resolution 1 is passed as a special resolution of the Company:

## SPECIAL RESOLUTION

1. THAT, the pre-emption rights contained in article 10.4 of the articles of association of the Company are dis-applied for the purposes of the allotment and issue by the Company of ordinary shares in the capital of the Company pursuant only to the terms of an amended and restated convertible loan agreement to be entered into by (i) the Company; (ii) the Lenders; and (iii) the Manager (each as defined therein) on or around the date of this resolution's circulation date (the "Convertible Loan Agreement"). A copy of the Convertible Loan Agreement has been circulated with this resolution.

The persons named below, being the only persons eligible to vote on the above resolution on the circulation date, irrevocably agree to the resolution.

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# A+E VENTURES, LLC

By: 235 DIGITAL HOLDINGS LLC, its sole member

By: A&E TELEVISION NETWORKS, LLC, its sole member

Name: David Granville-Smith
Title: Chief Operating Officer &
Chief Financial Officer

### NOTE:

- 1 You may either:
  - a) agree to the above resolution; or
  - b) decline to agree to the above resolution.
- If you agree to the above resolution, please sign and date this document and return it to the Company using one of the following methods:
  - By hand: delivering the signed copy to Brendan Craig at Simplestream, 30
    Haymarket 3rd Floor, London, England, SW1Y 4EX; or
  - By post: returning the signed copy by post to Brendan Craig at Simplestream, 30
    Haymarket 3rd Floor, London, England, SW1Y 4EX
- If you do not agree with the resolution, you do not need to do anything, you will not be deemed to agree if you fail to reply.
- 4 Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
- The resolution set out above will lapse if the required majority of eligible members have not signified their agreement to them by the end of the period of 28 days beginning with the circulation date set out above. If you agree to the resolutions, please ensure that your agreement reaches us before that date.