

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.



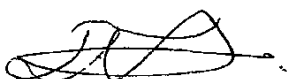


Adam Smith

Date: 28 February 2019

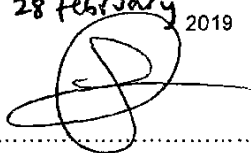
Richard Goddard

Date: 2019



Dan Finch

Date: 28 February 2019



Lewis Arthur

Date: 28 February 2019

Mark Schneider

Date: 2019

Print name:

For and on behalf of Proven VCT plc

Date: 2019

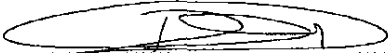
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For and on behalf Proven Growth and Income VCT plc

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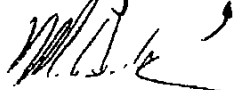
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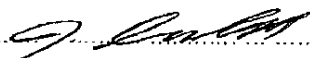
For and on behalf of Proven VCT plc

Date: 2019

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Print name:

For and on behalf Proven Growth and Income VCT plc

Date. 2019

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Print name: JASON GOULD

For and on behalf of GWD Enterprises Ltd

Date: 28 February 2019

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Leela Gould

Date: 2019

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Print name:

For and on behalf of Sobetho GmbH

Date: 2019

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Print name:

For and on behalf of YoLo Leisure and Technology plc

Date: 2019

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Neil Blackley

Date: 2019

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David Hockley

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Samer Mourad

Date: 2019

Print name:

For and on behalf of GWD Enterprises Ltd

Date: 2019



Leela Gould

Date: 28 February 2019

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For and on behalf of Sobetho GmbH

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For and on behalf of YoLo Leisure and Technology plc

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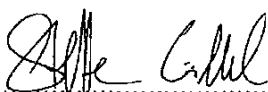
Print name:

For and on behalf of GWD Enterprises Ltd

Date: 2019

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Leela Gould

Date: 2019



Print name. Steffen Goelkel, Managing Director

For and on behalf of Sobetho GmbH

Date: London, ~~25~~.02. 2019
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Print name:

For and on behalf of YoLo Leisure and Technology plc

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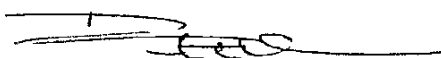
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For and on behalf of YoLo Leisure and Technology plc

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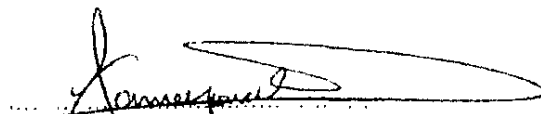
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28 February

Print name

For and on behalf of GWD Enterprises Ltd

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Leela Gould

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Print name:

For and on behalf of Sobetho GmbH

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Print name: M. S. SHATTI

For and on behalf of YoLo Leisure and Technology plc

Date: 28 February 2019

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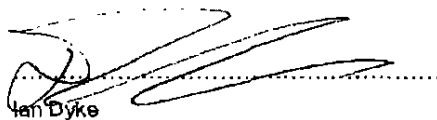
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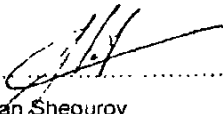
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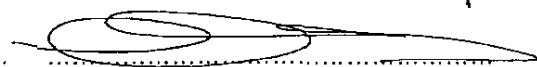
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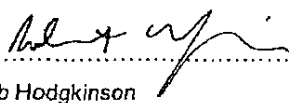
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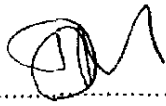
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Dan Manning

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Julien Roch

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Renaud Saleur

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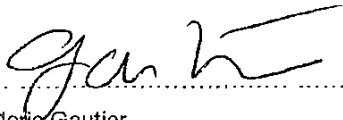
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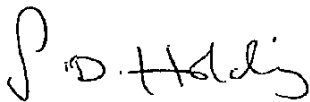
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Julien Roch

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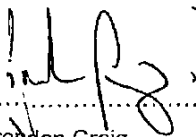
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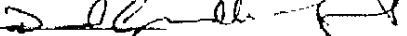
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Brendan Craig

Date: 28 February 2019

A+E VENTURES, LLC

By: 235 DIGITAL HOLDINGS LLC, its sole member

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

By: 

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.
- 2 *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
- 3 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.
- 5 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.