

THE COMPANIES ACT 2006

WRITTEN RECORD OF RESOLUTION OF THE MEMBERS OF

TWO CITIES TELEVISION LIMITED

REGISTERED NUMBER: 09928703

(the “Company”)

30 January 2024: (“the Circulation Date”)

30 January 2024: (“the Approval Date”)

I, the undersigned, being a director of the above Company hereby note that:

- a. the following resolutions, such resolutions to have effect as either ordinary or special resolutions as indicated, were placed before the members of the Company in the form of a written resolution on the Circulation Date; and
- b. the requisite level of consent required to approve the resolutions was obtained by the Company on the Approval Date and therefore the resolutions were duly passed by the members of the Company on that date.

ORDINARY RESOLUTION

- 1 THAT the Directors be and hereby are generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the “Act”) to allot relevant shares and grant rights to subscribe for, or to convert any security into shares on the basis that:

1.1.1 the maximum amount of the relevant securities to be allotted pursuant to this authority shall be 2,052 A Ordinary shares of £1.00 each in the Company; and

1.1.2 this authority shall expire, unless renewed, revoked or varied, on the expiry of the period of five years from the date of the passing of this resolution,

but provided that the Directors may after such revocation, variation or expiry allot shares pursuant to an offer or agreement to do so made by the Company prior to such revocation. This authority is in substitution for all subsisting authorities, to the extent unused but without prejudice to any allotment of shares or grant of rights to shares already made or offered to be made pursuant to such authorities.

SPECIAL RESOLUTION

- 2 THAT the directors of the Company be and they are hereby empowered pursuant to Section 571 of the Act to allot equity securities (within the meaning of Section 560 of

the Act) pursuant to the authority conferred by resolution 1 as if Section 561(1) of the Act does not apply to such an allotment and that all rights of pre-emption whether in terms of the articles of association of the Company, the Act or otherwise be and are hereby waived, on the basis that this power shall be limited to any allotment made pursuant to the authority conferred on the directors by resolution 1. This power shall cease to have effect when the authority conferred by resolution 1 is revoked or (if not revoked) expires but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired.

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*Stephen Wright*

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Director