

Company number: 10714488

THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS

- of -

TREE CLIMBER PUBLISHING LIMITED (the "Company")

Circulation date: 08 July 2021

Passed on: 11 July 2021

Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that:

- 1 resolutions 1 below is passed as an ordinary resolution (the "**Ordinary Resolution**"); and
- 2 resolution 2 below is passed as a special resolution (the "**Special Resolution**").

**ORDINARY RESOLUTION**

1. **THAT**, the directors of the Company be generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of £3.1275, provided that:
  - 1.1. the authority granted under this resolution shall expire five years after the passing of this resolution; and
  - 1.2. the Company may, before such expiry under paragraph 1.1 above of this resolution, make an offer or agreement which would require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

*This authority is in addition to all subsisting authorities to the extent unused.*

**SPECIAL RESOLUTIONS**

2. **THAT**, subject to the passing of the Ordinary Resolution, all and any rights of pre-emption arising under the articles of association of the Company, the Act or otherwise, be and hereby are waived in respect of the allotment and issue of shares and other securities in the capital of the Company as set out in the Ordinary Resolution.

Please read the notes at the end of this document before signifying your agreement to the above resolutions ("Resolutions").

The undersigned, being a person entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions.

Signed: \_\_\_\_\_

Name: \_\_\_\_\_

DANIEL GRABINER

For and on behalf of: \_\_\_\_\_

(COMPLETE IF MEMBER IS A COMPANY)

Date: \_\_\_\_\_

#### NOTES

1. To signify his/her agreement to the proposed Resolutions set out above each eligible member is requested to sign and return undated these Resolutions to Emily Townsend at Taylor Vinters LLP, Tower 42, Level 33, 25 Old Broad Street, London, EC2N 1HQ. Once eligible members have signified their agreement to the Resolutions their agreement may not be revoked.
2. An eligible member may also send a scanned signed but undated copy of these proposed written resolutions to [emily.townsend@taylorvinters.com](mailto:emily.townsend@taylorvinters.com) and [alan.thompson@banjorobinson.com](mailto:alan.thompson@banjorobinson.com)
3. These proposed written resolutions will lapse if they are not passed before the end of 28 days beginning with the day on which this document is circulated to eligible members.