

We hereby certify that this is a true and complete copy of the original.

Wentworth Bell  
Wedlake Bell LLP  
71 Queen Victoria Street  
London EC4V 4AY  
Dated: 16.10.18

Company number 11058037

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

CONLAN STUDIOS LIMITED  
(Company)

10 October

[CIRCULATION DATE] 2018

WEDNESDAY



A10 \*A7GRUBX4\* #228  
17/10/2018  
COMPANIES HOUSE

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (**Resolution**).

### SPECIAL RESOLUTION

1. THAT the articles of association of the Company be amended by inserting a new article 85 as follows:

#### **"85 Secured Institutions**

85.1 Notwithstanding anything contained in these articles (whether by way of or in relation to pre-emption rights, liens, restrictions on, or conditions applicable to, share transfers, or otherwise), the directors shall not decline to register any transfer of shares, whether or not fully paid, in the company and may not suspend any registration thereof, where such transfer is:

85.1.1 to a bank or institution to which such shares have been mortgaged or charged by way of security (whether as lender, or agent and trustee for a group of banks or institutions or otherwise) (a **Secured Institution**), or to any nominee of such Secured Institution, pursuant to any such security; or

85.1.2 delivered to the company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or

85.1.3 executed by a Secured Institution or its nominee pursuant to the power of sale or other power under any such security; or

85.1.4 executed by a receiver or manager appointed by or on behalf of any Secured Institution or its nominee, under any such security.

85.2 Notwithstanding anything to the contrary contained in these articles:

85.2.1 no transferor of any shares in the company which have been charged by way of security to a Secured Institution or proposed transferor of such shares to such a Secured Institution or its nominee;

85.2.2 no Secured Institution or its nominee; and

85.2.3 no receiver or manager appointed by or on behalf of a Secured Institution or its nominee,

shall be required to offer the shares which are or are to be the subject of any such transfer to the shareholders for the time being of the company or any of them, and no such shareholder shall have any right under the articles or otherwise to require such shares to be transferred to them whether for consideration or not.

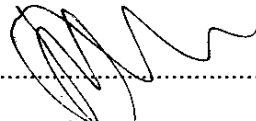
85.3 Notwithstanding anything to the contrary contained in these articles, any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a Secured Institution or its nominee.”

## AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, a person entitled to vote on the Resolution on <sup>10 OCTOBER 2018</sup> ~~[CIRCULATION DATE]~~ 2018, hereby irrevocably agrees to the Resolution:

Signed by Warren Bradley Todd, a director  
of Warrior 2 Limited  
Date

  
.....  
10/10/18 .....

## NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version, either by hand or by post to 30 City Road, London, EC1Y 2AB.

You may not return the Resolution to the Company by any other method.

If you do not agree to the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3. Unless by <sup>7 November</sup> ~~[LAPSE DATE]~~ 2018 sufficient agreement is received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.