

PRINT OF RESOLUTION FOR FILING AT COMPANIES HOUSE

Company Number: 00966900

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF

DE AGOSTINI UK LIMITED (Company)

Passed on: 24 April 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**CA 2006**), resolution 1 and 2 were passed as an ordinary resolutions and that resolution 3 was passed as a special resolution of the Company:

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be increased from £38,060,000 and €35,000,000 to £38,060,000 and €40,200,000.
2. THAT, in accordance with section 551 of the CA 2006, the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of €7,900,000 (being 7,900,000 B Ordinary shares of €1 each), provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot such shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

3. THAT, subject to the passing of resolution 2 above in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) wholly for cash pursuant to the authority conferred by resolution 2 above, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:

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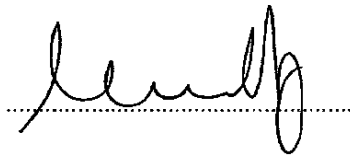
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- 3.1 be limited to the allotment of equity securities up to an aggregate nominal amount of €7,900,000 (being 7,900,000 B Ordinary shares of €1 each); and
- 3.2 expire on the fifth anniversary of the date of this resolution (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

A handwritten signature in black ink, appearing to read 'Nicola Drago', is written over a horizontal dotted line.

Nicola Drago

Director