# THE COMPANIES ACT 2006

#### PRIVATE COMPANY LIMITED BY SHARES

# WRITTEN RESOLUTIONS

of

# BANDAI NAMCO ENTERTAINMENT UK LIMITED

(the "Company")

2<sup>rd</sup> March 2017

(the "Circulation Date")

We, the undersigned, being the sole eligible member of the Company (as defined in section 289 of the Companies Act 2006), irrevocably agree to the following resolutions of the Company, having effect as special resolutions in accordance with Chapter 2 Part 13 of the Companies Act 2006

# SPECIAL RESOLUTIONS

THAT:

- (a) the share capital of the Company be reduced by cancelling and extinguishing paid up share capital to the extent of 96.42857143p on each and every Share of £1.00 and the nominal value of each and every Share in the capital of the Company shall be reduced from £1.00 to 3 57142587p accordingly, and
- (b) the share premium account of the Company be reduced to Nil by cancelling and extinguishing the whole amount standing to the credit thereof being £461,997,

each in accordance with section 642 of the Companies Act 2006 and the Company's articles of association

Duly authorised for

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BANDAI NAMCO ENTERTAINMENT EUROPE S.A.S.

Date 2<sup>-1</sup> March 2017

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06/03/2017 COMPANIES HOUSE

#### Notes

1 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 Mark Passam
by post:	returning the signed copy by post to 37-39 Kew Foot Road Richmond TW9 2SS For the attention of: Mark Passam
by e-mail:	by attaching a scanned copy of the signed document to an e-mail and sending it to mpassam@bandainamcoent.eu. Please enter "Written resolution dated 2nd March 2017" in the e-mail subject box

2 If you do not agree with any of the resolutions, you do not need to do anything You will be deemed not to agree if you do not reply

Once you have indicated your agreement to a resolution, you may not revoke your agreement

- 3 If insufficient agreement has been received to pass a resolution within 28 days of the Circulation Date, such resolution will lapse (Lapse Date<sup>1</sup>) If, therefore, you agree to all or any of the resolutions, please ensure that your agreement reaches the Company on or before the Lapse Date
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

<sup>&</sup>lt;sup>1</sup> A proposed written resolution lapses if it is not passed before the end of the period specified for this purpose in the company's articles, or, if none is specified, the period of 28 days beginning with the Circulation Date.