

Company No. 02797365

Written Resolutions of Nickelodeon U.K. Limited (the "Company")

Circulation Date: 24 November 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, it is proposed that the following ordinary and special resolutions (together the "Resolutions") be passed:

Ordinary Resolutions

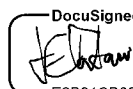
1. That the A shares of £0.01 each in the capital of the Company represented by 156 A shares currently in issue be and are hereby redesignated as ordinary shares of £0.01 each, having the rights and subject to the restrictions attaching to the ordinary shares of the Company as set out in the articles of association of the Company to be adopted pursuant to Resolution 3 below.
2. That the B shares of £0.01 each in the capital of the Company represented by 104 B shares currently in issue be and are hereby redesignated as ordinary shares of £0.01 each, having the rights and subject to the restrictions attaching to the ordinary shares of the Company as set out in the articles of association of the Company to be adopted pursuant to Resolution 3 below.

Special Resolution

3. Subject to Resolutions 1 and 2 above being duly passed, that the articles in the form of the document attached be and are hereby adopted as the new articles of association of the Company in substitution for and to the exclusion of all other articles of association.

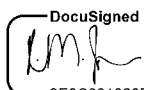
Please read the Notes below before signifying your agreement to the Resolutions.

The undersigned, each being an "eligible member" (as defined in section 289 of the Companies Act 2006) and entitled to vote on the Resolutions on the circulation date specified above, irrevocably agree to the Resolutions:

DocuSigned by:


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James Tatam - Director
For and on behalf of
Nickelodeon Huggings U.K. Limited

Date: 24 November 2022

DocuSigned by:


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Richard M. Jones – Executive Vice President, General Tax Counsel
For and on behalf of
Nickelodeon UK Holdings LLC

Date: 24 November 2022

NOTES:

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

By hand: delivering the signed copy to the Fieldfisher Secretaries Limited at Riverbank House, 2 Swan Lane, London EC4R 3TT.

Email: attaching a scanned copy of the signed document to an email and sending it to christine.phillips@fieldfisher.com. Please enter "Written shareholder resolutions" in the email subject box.

2. If you do not agree to the Resolutions, you do not need to do anything and you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless by the date which is 28 days from the Circulation Date sufficient agreement has been received for the Resolutions to be passed, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company before or during this date.
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.