

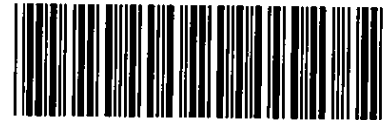
Company No 03123160

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN SPECIAL RESOLUTION
OF
MILL FILM LIMITED**

FRIDAY



A20 *A5I25R53* 21/10/2016 #421
COMPANIES HOUSE

We, being the shareholders of Magic Effects Limited (the “Company”) who at the circulation date of these resolutions would have been entitled to vote on the resolution (“Authorized Person”), **RESOLVE**, pursuant to Chapter 2 of Part 13 of the Act to pass the following special resolutions as written resolutions in accordance with section 381A of the Companies Act 2006 (the “Act”)

THAT, the issued share capital of the Company be reduced from £950 divided into 950 ordinary shares of £1 each to £0 divided into 0 ordinary shares of £1 each by the cancellation of all ordinary shares

THAT, the statement of solvency attached to this resolution is acknowledged and hereby approved

NOW THEREFORE LET IT BE:

RESOLVED, that the issued share capital of the Company be reduced from £950 divided into 100 ordinary shares of £1 each by the cancellation of all ordinary shares is hereby authorized and approved,

RESOLVED, that the statement of solvency attached to this resolution is contemplated and hereby acknowledged and approved,

RESOLVED, that the Company and each of its members and managers be, and each of them hereby is, authorized and empowered to perform all of its obligations under the Agreement, including but not limited to, the Share Capital reduction,

RESOLVED, that each Authorized Person be, and hereby is, authorized and empowered to take all such further action and to execute and deliver all such further agreements, certificates, instruments and documents, in the name and on behalf of the Company, to pay or cause to be paid all expenses, to take all such other actions as the Authorized Person shall deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions, and

RESOLVED, that the omission from these resolutions of any agreement or other arrangement contemplated by any of the agreements or instruments described in the foregoing resolutions or any action to be taken in accordance with any requirements of any of the agreements or instruments described in the foregoing resolutions shall in no manner derogate from the authority of the Authorized Persons to take all actions necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and

the intent and purposes of the foregoing resolutions

This Unanimous Written Consent may be signed in two or more counterparts, each of which shall be deemed an original, and all of which shall be deemed one instrument

IN WITNESS WHEREOF, the undersigned have duly executed this Unanimous Written Consent
as of October 11 2016

PAI JOSEPH.
Print name

Signature
12 / 10 / 2016.

Date

IN WITNESS WHEREOF, the undersigned have duly executed this Unanimous Written Consent
as of October 11 2016

ROBIN SHENFIELD

Print name

A handwritten signature in black ink, appearing to read 'Rob Shenfield', with a large, stylized loop at the end.

Signature

14 10 2016

Date

IN WITNESS WHEREOF, the undersigned have duly executed this Unanimous Written Consent
as of October 11, 2016

Simon Hibbins

Print name

Simon

Signature

17/10/16

Date

Solvency Statement

Magic Effects Limited

Company No 02571806

Date October 11 2016

Directors Patrick Joseph, Robin Shenfield, Simon Hibbins

This solvency statement is a statement that each of the directors has formed the opinion, as regards the company's situation at the date of the statement, that there is no ground on which the company could then be found to be unable to pay (or otherwise discharge) its debts, and has also formed the opinion that as the Company is intended to commence the winding up of the company within twelve months of that date, that the company will be able to pay (or otherwise discharge) its debts in full within twelve months of the commencement of the winding up

Signed by

For and on behalf of
Magic Effects Limited

Signature

Patrick Joseph

Date 12/10/2016.

Signature

Robin Shenfield

Date 14/10/2016

Signature

Simon Hibbins

Date 17/10/16