

## SHAREHOLDER'S WRITTEN RESOLUTION

Company No. 03669201

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WEDNESDAY



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23/03/2022

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COMPANIES HOUSE

## SHAREHOLDER RESOLUTIONS IN WRITING

of

DELUXE DIGITAL STUDIOS LIMITED (the "Company")

15 March 2022 (the "Circulation Date")

WE, the undersigned, being the sole member of the Company who at the Circulation Date is entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with section 288 of the Companies Act 2006, to pass the following as written resolutions which have been proposed as special resolutions:

### SPECIAL RESOLUTIONS IN WRITING

1. **THAT** the articles of association of the Company be amended by inserting a new Article 15 as follows:

**"15 Disapplication of restrictions on transfers of mortgaged or charged shares"**

15.1 Notwithstanding anything contained in these articles, the directors of the Company may not decline to register any transfer of shares in the Company and may not suspend any registration thereof, where such transfer is:

- (a) 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;
- (b) executed by a Secured Institution or its nominee pursuant to the power of sale or other power under any such security; or
- (c) executed by a receiver or manager appointed by or on behalf of any Secured Institution or its nominee, under any such security,

and furthermore, notwithstanding anything to the contrary contained in these articles:

- (i) no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or to its nominee;

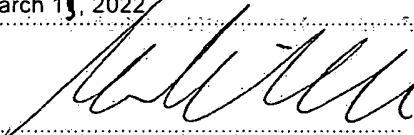
- (ii) no Secured Institution or its nominee; and
- (iii) no receiver or manager appointed by or on behalf of a Secured Institution or its nominee,

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

15.2 Notwithstanding anything 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 bank or Secured Institution or which are transferred in accordance with the provisions of this Article."

2. THAT the existing articles of association shall be renumbered accordingly.

Dated March 15, 2022

Signed x 

**Deluxe UK Holdings Limited**

**NOTES:**

1. An eligible member can signify his or its agreement to the resolutions by signing the resolutions and by either delivering a copy of the signed resolutions to the Company using one of the following methods:
  - (a) **by hand:** delivering the signed copy to Sherry Scrivens at Alston & Bird LLP, Octagon Point, St Paul's, 5 Cheapside, London, EC2V 6AA; or
  - (b) **by post:** returning the signed copy by post to Sherry Scrivens at Alston & Bird LLP, Octagon Point, St Paul's, 5 Cheapside, London, EC2V 6AA; or
  - (c) **by email:** by attaching a scanned copy of the signed document to an email and sending it to [sherry.scrivens@alston.com](mailto:sherry.scrivens@alston.com). Please enter "Written resolutions" in the email subject box.
2. These resolutions must be passed within the period of 28 days from and including the Circulation Date. If these resolutions are not passed by such date they will lapse. The agreement of a member to this/these resolutions is ineffective if signified after this date.