

Company Number: 03749368

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF

FELLOWS MEDIA LIMITED (the "Company")

CIRCULATION DATE: 6 September 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the director of the Company hereby proposes that the resolutions below be passed as special resolutions (**Resolutions**).

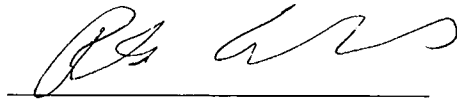
SPECIAL RESOLUTIONS

1. **THAT** the members hereby: (i) ratify and approve the allotment and issue of 100 A ordinary shares of £0.10 each and 100 B ordinary shares of £0.10 each on 31 March 2021 and 3 E ordinary shares of £1.00 each on 17 August 2021, the allotment of such shares having taken place in breach of the Company's articles of association adopted at the time and notwithstanding that at that time there had been no authority to allot or dis-application of pre-emption rights under section 561 of the Companies Act 2006; and (ii) grant authority to allot and waive any pre-emption rights pursuant to section 571 of the Companies Act 2006 in respect of such allotment and issue.
2. **THAT**, in accordance with section 239 of the Companies Act 2006, the members hereby ratify the conduct of each person who was a director at the time of the allotments described in Resolution 1 above in making those allotments, which conduct would otherwise amount to negligence, default, breach of duty or breach of trust in relation to the Company.

AGREEMENT

We, the undersigned, being the persons entitled to vote on the Resolutions on the circulation date stated above, hereby irrevocably agree to the Resolutions:

(Please read the notes at the end of this document before signifying your agreement to the Resolutions)



Signed by **Jacob Holmes**

Date: 6 September 2023



Signed by **Bryony Morris**

Date: 6 September 2023



Signed by **Sam Tarling**

Date: 6 September 2023

as the executor of the estate of the late Andrew Tarling

NOTES:

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above before returning it to the Company using one of the following methods:
 - **By hand:** delivering the signed copy to the registered office of the Company.
 - **By post:** returning the signed copy by post to the Company as above.
 - **By email:** returning the signed copy by email to mark@fellowsmedia.com
 - **By DocuSign or such other electronic means**

If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless sufficient agreement has been received for the Resolutions to pass by the date 28 days from the Circulation Date, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us as soon as possible.
4. 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.
5. 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.