

**RANK DIGITAL LIMITED**  
(Company № 03796653)

**WRITTEN MEMBER'S RESOLUTION**

(passed on 3<sup>rd</sup> March 2017)

Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "Act"), we the undersigned, being all of the members of Rank Digital Limited (the "Company") for the time being entitled to receive notice of, attend and vote at general meetings of the Company, do hereby declare that the following ordinary resolution (the "Ordinary Resolution") was passed as if the same had been passed at a general meeting of the Company duly convened and held:

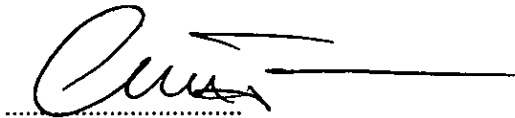
**ORDINARY RESOLUTION**

"**THAT** in accordance with section 551 of the Act, the directors of the Company be authorised, generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £31,224,125.37 (the "Authority to Allot") provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 30 June 2017. This authority revokes and replaces all unexercised authorities previously granted to the directors."

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolution.

Signed by



for and on behalf of  
**Rank Digital Holdings Limited**  
**Date: 3<sup>rd</sup> March 2017**



**NOTES**

- 1 If you agree with the Resolution, 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 Group Company Secretary, The Rank Group Plc, Statesman House, Stafferton Way, Maidenhead SL6 1AY
  - **Post:** returning the signed copy by post to The Group Company Secretary, The Rank Group Plc, Statesman House, Stafferton Way, Maidenhead SL6 1AYIf you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement
- 3 Unless, by 28 days from the date on which this document is circulated, sufficient agreement has been received for the Resolutions to be passed, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us before this date.
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.

Company Number: 03796656

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**PRIVATE COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTION**  
**OF**  
**RANK INTERACTIVE DEVELOPMENT LIMITED**  
**(the "Company")**

Passed on 3<sup>rd</sup> March 2017

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a special resolution (the "**Resolution**"):

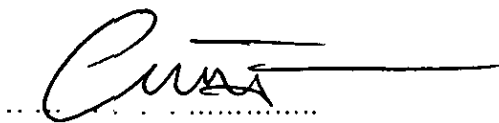
**SPECIAL RESOLUTION**

"**THAT** pursuant to section 641(1)(a) of the Companies Act 2006 (i) the issued share capital of the Company be reduced from £200,001 to £0.01 by cancelling 20,000,099 of the Company's issued Ordinary Shares (the "**Reduction**") and (ii) the sum of £200,000.99 be credited to the realised profit and loss reserves of the Company.

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, being the Sole Shareholder entitled to vote on the Resolution hereby irrevocably agrees to the Resolution:



for and on behalf of  
**Rank Digital Limited**  
Dated: 3<sup>rd</sup> March 2017

TO CARRY

COMPANIES HOUSE

**NOTES**

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company
2. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement
4. Unless sufficient agreement has been received for the Resolution to be passed before the end of the period of 28 days beginning on the Circulation Date, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before the end of this period