

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
D 2 D LIMITED
(the Company)

Pursuant to section 288 of the Companies Act 2006 (CA 2006), the undersigned, being the sole eligible member (as defined by section 289 CA 2006) of the Company for this purpose representing not less than 75% of the total voting rights of all such eligible members, signify agreement to and pass the following written resolution as a special resolution of the Company:

SPECIAL RESOLUTION

That, subject to compliance with sections 641 to 644 of the Companies Act 2006 and considering that the directors of the Company made a solvency statement on 12th December 2022, a copy of which is annexed hereto that:

- (i) the share capital of the Company be reduced from £24.39 divided into 1,639 A Ordinary shares of £0.01 each and 800 B Ordinary shares of £0.01 each (of which all of the shares have been issued and are fully paid) to £1.00, by cancelling in full 800 B Ordinary shares of £0.01 and 1,539 of the 1,639 A Ordinary shares of £0.01; and
- (ii) the share premium account of the Company be cancelled.

DRomijn

DRomijn (Dec 12, 2022 18:21 GMT+1)

Director duly authorised for and on behalf of
Dentsu UK Limited
Date: 12th December 2022

EXPLANATORY STATEMENT

(This explanatory statement is not part of any proposed written resolution.)

- 1 This document is proposed by the board of directors of the Company.
- 2 This document is sent to the eligible member on 12th December 2022 (Circulation Date).
- 3 A copy of the solvency statement supporting the special resolution is attached to evidence compliance with s642(2).
- 4 Eligible member is the member who is entitled to vote on the resolution on the Circulation Date.
- 5 If you wish to signify agreement to this document, please follow the procedure below:
 - (a) You (or someone acting on your behalf) must sign, must print your name beneath the signature (if it is not already printed) and must date this document, either by hand or electronically.
 - (b) If that signatory is signing this document under a power of attorney or other authority, please send a certified copy of the relevant power of attorney or authority when returning this document.
 - (c) Please return the signed document to any director of the Company (either in person or electronically) or to the Company at 10 Triton Street, Regents Place, London NW1 3BF.
- 6 Please note that it is not possible to withdraw your consent once this document, signed by you or on your behalf, has been duly received.
- 7 To be valid, this document must be received no later than the end of the period of 28 days beginning on the Circulation Date, otherwise it will lapse.
- 8 Unless by that deadline this document has been received duly signed from at least the relevant threshold of eligible members, the proposed written resolution will lapse. The relevant threshold to pass a special resolution is members holding at least three quarters of the total votes in the Company.
- 9 This document may be executed in multiple copies. Each member may sign his or her own separate copy, or two or more members may sign the same copy, as convenient.

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
D 2 D LIMITED
(the Company)

On 12th December 2022 the following special resolution was duly passed as a written resolution of the Company pursuant to section 288 of the Companies Act 2006:

SPECIAL RESOLUTION

That, subject to compliance with sections 641 to 644 of the Companies Act 2006 and considering that the directors of the Company made a solvency statement on 12 December 2022, a copy of which is annexed hereto that:

- i. the share capital of the Company be reduced from £24.39 divided into 1,639 A Ordinary shares of £0.01 each and 800 B Ordinary shares of £0.01 each (of which all of the shares have been issued and are fully paid) to £1.00, by cancelling in full 800 B Ordinary shares of £0.01 and 1,539 of the 1,639 A Ordinary shares of £0.01; and
- ii. the share premium account of the Company be cancelled.

DRomijn

DRomijn (Dec 12, 2022 18:21 GMT+1)

Director