

Company Number 04998819

**GOOD SOLDIER SONGS LIMITED**

(the "Company")

MEMBERS' WRITTEN RESOLUTIONS OF THE COMPANY PURSUANT TO CHAPTER 2 OF  
PART 13 OF THE COMPANIES ACT 2006 (the Act)

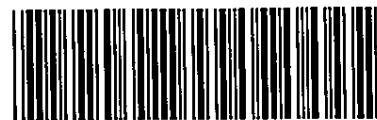
Passed 27 NOVEMBER 2016

Pursuant to chapter 2 of part 13 of the Act, the directors of the Company propose that the following resolutions be passed as ordinary resolutions and as special resolutions respectively

**ORDINARY RESOLUTIONS**

- 1 **THAT** subject to the passing of Resolution 4 and in accordance with section 551 of the Act, the directors be generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to grant options over a maximum of 100 ordinary 'A' shares as an Enterprise Management Incentive share option (**EMI Share Option**), or grant rights to subscribe for such shares in the Company (**Rights**) up to a maximum of 100 ordinary 'A' shares up to an aggregate nominal amount of £1 00 provided that the authority granted under this resolution shall, unless renewed, varied or revoked by the Company, expire five years after the passing of this resolution save that the Company may, before such expiry of this resolution, make an offer or agreement which would or might require shares to be allotted or Rights to be granted, and the directors may allot such shares or grant such Rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired
- 2 **THAT** the 2 ordinary 'A' shares of £1 00 each in the issued share capital of the Company be sub-divided into 200 ordinary 'A' shares of £0 01 each, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing ordinary 'A' shares of £1 00 each in the capital of the Company as set out in the Company's articles of association (**Articles**) for the time being,
- 3 **THAT** the 2 ordinary 'B' shares of £1 00 each in the issued share capital of the Company be sub-divided into 200 ordinary 'B' shares of £0 01 each, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing ordinary 'B' shares of £1 00 each in the capital of the Company as set out in the Articles for the time being

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## SPECIAL RESOLUTION

- 4 **THAT** pursuant to the authority granted in Resolution 1 above, the directors be generally empowered to allot and/or grant options over ordinary 'A' shares as if the restrictions as to pre-emption provisions on the issue of ordinary 'A' shares in the Articles, or in any shareholders' agreement or otherwise, did not apply to such allotment or grant of options and any rights of pre-emption in connection therewith are hereby suspended, provided that this power shall be limited to the allotment, or grant of options over, of ordinary 'A' shares up to an aggregate amount of £1 00 as referred to in Resolution 1 above

## AGREEMENT

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

The undersigned, being the members of the Company and entitled to vote on the Resolutions, hereby irrevocably agree to the Resolutions. The Resolutions will be passed once sufficient agreement has been received from the required majority of eligible members to the Resolutions



Christian Tattersfield

Date



Eleanor Tattersfield

Date

## NOTES

- 1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of them. If you agree to the Resolutions, 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 Resolutions, 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 Resolutions, you may not revoke your agreement.
- 4 Unless, within 28 days from the circulation date, sufficient agreement has been received from the required majority of eligible members for the Resolutions to be passed, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company on or before this date.
- 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.
- 6 If you are signing this document on behalf of a person 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.