

Company No. 05094691

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION OF THE SHAREHOLDERS**  
**of**  
**AURORA MEDIA WORLDWIDE UK LIMITED**  
**(the "Company")**

Circulation Date: 30 JULY 2019 (the "Circulation Date")

We, the undersigned, being all the members of the Company who (at the date of circulation of this resolution) would be entitled to vote on this resolution, hereby confirm our approval of the resolution set out below to the intent and effect that the resolution shall be passed, take effect and be treated for all purposes as a special resolution (the "**Special Resolution**") in accordance with section 288 of the Companies Act 2006 (the "**Act**").

Pursuant to Chapter 2 of Part 13 of the Act, the directors of the Company propose that the resolution below is passed as a special resolution.

**SPECIAL RESOLUTION**

**Amendment of existing articles of association.** THAT, in accordance with section 21 of the Act, the Articles of Association of the Company be altered by the inclusion of the following new Article to be numbered 37.4:

*"Notwithstanding any other provisions 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 financial institution or a subsidiary of a bank or financial institution."*

Form 2855-1

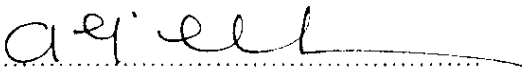


### Agreement to Written Resolution

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

We, the undersigned, being all the members entitled to vote on the Special Resolution on the Circulation Date, irrevocably agree to the Special Resolution.

Signed by:

  
.....  
For and on behalf of  
**ALL3MEDIA FINANCE LIMITED**

Dated: 30 July 2019

.....  
For and on behalf of  
**LAWRENCE DUFFY**

Dated: \_\_\_\_\_ 2019

## NOTES

### Procedures for signifying agreement to the Special Resolution

1. If you agree to the Special Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the procedures below:
  - (a) **by hand:** delivering the signed copy to Ashleigh Morton at Ropes & Gray International LLP, 60 Ludgate Hill, London EC4M 7AW.
  - (b) **by post:** returning the signed copy by post to Ashleigh Morton at Ropes & Gray International LLP, 60 Ludgate Hill, London EC4M 7AW.
  - (c) **by e-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [ashleigh.morton@ropesgray.com](mailto:ashleigh.morton@ropesgray.com).

If you do not agree to the Special 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 Special Resolution, you may not revoke your agreement.
3. Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us as soon as possible.
4. 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.
5. 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.