

Companies Act 1985 & 1989  
Private Company Limited by Shares  
Articles of Association  
of Raine Holdings Ltd

1. Preliminary

1.1 The regulations constituting Table A in the Schedule to the Companies Acts (Table A to F) Regulations 1985 (Table A) shall apply to the Company except in so far as they are excluded or varied by these Articles.

1.2 Expressions defined in Regulation 1 of Table A shall where the context admits bear in these Articles the meanings so defined.

2. Share Capital

2.1 The Share Capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.

2.2 In Regulation 2 of Table A there shall be substituted for the words following "issued with" the words "or have attached to it such rights or restrictions as the Company may by special resolution determine"

3. Lien and Forfeiture

3.1 The Lien conferred by Regulation 8 of Table A shall attach to fully paid as well as partly paid shares and to all shares registered in the name (whether as sole or joint holder) of any person indebted or under liability to the Company. The registration of a transfer of a share shall operate as a waiver of any lien of the Company on that share.

3.2 In regulation 8 of Table A there shall be substituted for the words "any amount payable in respect of it" the words "all distributions and other moneys or property attributable to it", and the same words shall be substituted in Regulation 19 for the words "all dividends or other moneys payable in respect of the forfeited shares".

4. Transfer of Shares Regulation 24 of Table A shall not apply.

5. Alteration of Share Capital

5.1 In Regulation 32 of Table A there shall be inserted after the words "the resolution may" in paragraph (c) the parenthesis "(if it is a special resolution)"

5.2 In Regulation 33 of Table A the parenthesis "(including, subject to the provisions of the Act, the Company)" shall be omitted.

5A Proceedings at General Meetings

In regulation 40 of Table A the words "Two persons" shall be deleted and replaced by the words "One person" and the word "each" shall be deleted.

6. Votes of Members

6.1 In Regulation 54 of Table A there shall be inserted after the second occurrence of the words "every member" the words "present in person or by proxy"

6.2 In Regulation 61 of Table A there shall be substituted for the words following "the instrument appointing a proxy shall be in" the words "any form which enables the members to direct how their votes are to be exercised on each of the resolutions comprised in the business of the meeting for which it is to be used".

7. Number of Directors The number of directors shall not be less than one.

8. Appointment and Retirement of Directors Regulations 73 to 80 of Table A shall not apply to the Company.

9. Proceedings of Directors In regulation 89 of Table A the word "two" shall be deleted and replaced by the word "one". Regulation 94 shall not apply to the Company.

10. Dividends In Regulation 104 of Table A there shall be inserted after the words "as from a particular date" the words "or a particular event"

THURSDAY



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