Company Number: 06324278

DAZN GROUP LIMITED

(the Company)

Private Company Limited by Shares

WRITTEN RESOLUTIONS

Circulation Date: 29 December 2021 (the Circulation Date)

INTRODUCTION

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The directors of the Company propose that the following resolutions (each a *Resolution* and, together, the *Resolutions*) be passed as written resolutions of the Company under Chapter 2 of Part 13 of the Companies Act 2006 (the *Act*).

Shareholders have been provided with a shareholder circular dated 29 December 2021 (the *Circular*) describing certain steps (the *Transaction Steps*) that the Company is proposing to take in order to secure the financial position of the Group pursuant to the Recapitalisation (as defined in the Circular).

The Circular also proposes that the holders of each relevant class of shares in the Company should provide a class consent in connection with the Transaction Steps and the passing of the Resolutions (the *Class Consents*) and also sets out the background to and purpose of the Resolutions and Class Consents.

The passing of the Resolutions and the giving of the Class Consents are necessary and/or desirable to authorise and approve the Transaction Steps. Unless each of the Resolutions are duly passed and each of the Class Consents is duly given, the Transaction Steps will not be implemented. Resolutions 1 and 4 are each being proposed as an ordinary resolution and Resolutions 2, 3, 5 and 6 are each being proposed as a special resolution.

CONDITIONALITY AND EFFECTIVENESS

Each Resolution is conditional upon, and will become effective simultaneously with, the passing of such Resolution and each other Resolution and the New Articles (as defined in Resolution 6) being adopted as the articles of association of the Company. No single Resolution will be treated as being passed unless all of the Resolutions are duly passed.

Recapitalisation

- 1. **THAT**, subject to and conditional upon the passing of Resolutions 2 to 6 (inclusive) below and the provision of the Class Consents and without prejudice to all existing authorities (which will remain in full force and effect), the directors of the Company (the *Directors*) be generally and unconditionally authorised for the purposes of section 551 of the Act:
 - (a) to allot shares in the Company, and to grant rights to subscribe for or to convert any securities into shares in the Company, up to an aggregate nominal value of US\$9,631,300.89 in connection with the Loan Capitalisation (as defined in the Circular);

- (b) to allot shares in the Company, and to grant rights to subscribe for or to convert any securities into shares in the Company, up to an aggregate nominal value of US\$3,896,285.71 in connection with the Future Funding (as defined in the Circular); and
- (c) to allot the Bonus Shares up to an aggregate nominal value of US\$7,642,584.41,

in each case for a period expiring (unless previously renewed, varied or revoked by the Company) five years after the date on which this resolution is passed.

- 2. **THAT**, subject to and conditional upon the passing of Resolution 1 above and Resolutions 3 to 6 below and the provision of the Class Consents and without prejudice to all existing authorities (which will remain in full force and effect), the Directors be empowered, pursuant to section 571 of the Act, to allot equity securities (within the meaning of the Act) of the Company for cash, pursuant to the authority conferred by Resolution 1 above as if section 561(1) of the Act did not apply to any such allotment.
- 3. **THAT**, subject to and conditional upon the passing of Resolutions 1 and 2 above and Resolutions 4 to 6 below and the provision of the Class Consents, the Directors be and are hereby unconditionally authorised:
 - (a) to capitalise and appropriate as capital to Access, as a member of the Company on the register of members of the Company immediately before the passing of this Resolution, the sum of up to US\$7,642,584.41, being part of the amount standing to the credit of the share premium account of the Company (such sum being the *Bonus Amount*);
 - (b) to allot and issue 209,961,110 A ordinary shares of US\$0.0364 each in the capital of the Company (the *Bonus Shares*), credited as fully paid up, to Access, as a member of the Company on the register of members of the Company immediately before the passing of this resolution; and
 - (c) to apply the Bonus Amount in paying up in full the Bonus Shares on behalf of Access, as a member of the Company on the register of members of the Company immediately before the passing of this Resolution.

Variation of class rights

4. THAT, subject to and conditional upon the passing of Resolutions 1 to 3 above and Resolutions 5 and 6 below, and subject to Article 9.4 of the articles of association of the Company in force immediately before the passing of these Resolutions (the *Articles*), any and each variation, modification, abrogation or reduction of the rights, privileges and restrictions attaching to the rights of a class of shares in the capital of the company (other than the A ordinary shares of US\$0.0364 each in the capital of the Company), which will or may be effected by the Transaction Steps and the passing of the Resolutions, including but not limited to, the adoption of the New Articles (as defined above), be and are hereby unconditionally authorised and sanctioned in accordance with Article 9.3 of the Articles.

Re-designation of G Shares as Deferred Shares

- 5. **THAT**, subject to and conditional upon the passing of Resolutions 1 to 4 above and Resolution 6 below:
 - (a) the Articles are amended to empower the Company to re-designate each of the G Shares (as defined in the Articles) as Deferred Shares (as defined in the New Articles) on a one share for one share basis by way of ordinary resolution; and
 - (b) each of the G Shares (as defined in the Articles) be re-designated as Deferred Shares (as defined in the New Articles) on a one share for one share basis.

Adoption of new articles of association

6. **THAT**, subject to and conditional upon the passing of Resolutions 1 to 6 above and the provision of the Class Consents, the articles of association in the form attached to these Resolutions (the *New Articles*) be adopted as the articles of association of the Company to replace in their entirety the existing articles of association of the Company immediately prior to the passing of this Resolution.

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

Signed:	WM/OV
Name:	Lincoln Benet
For and on behalf of:	Access Industries Management, LLC, as Managing Member for and on behalf of AI Perform Holdings LLP
Dated:	29 December 2021
Signed:	Ay
Name:	Alejandro Moreno
For and on behalf of:	Access Industries Management, LLC, as Managing Member for and on behalf of AI Perform Holdings LLP
Dated:	29 December 2021

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

Signed:	Jos Windles
Name:	YOSHINDBU ISE
For and on behalf of:	Global Sports Investments LLC
Dated:	29 December 2021

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

Signed:	John Gleasur
Name:	John Gleasure
Dated:	29 December 2021

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

Signed:	Simon Venyer	
Name:	Simon Denyer	
Dated:	29 December 2021	

- 1. 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 using one of the following methods:
 - **by hand**: delivering the signed copy to DAZN Legal Department, 7th Floor, 12 Hammersmith Grove, London W6 7AP;
 - **by post**: returning the signed copy by post to DAZN Legal Department, 7th Floor, 12 Hammersmith Grove, London W6 7AP; or
 - **by e-mail**: by attaching a scanned copy of the signed document to an e-mail and sending it to legalnotices@dazn.com. Please enter 'DAZN Recapitalisation Written Resolutions' in the e-mail subject box.

- 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, by 28 days after 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 before or during this date.
- 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.
- 6. A copy of these Resolutions has been sent to the Company's auditors.

(the Company)

Written class consents relating to the variation, modification or abrogation of class rights attaching to A ordinary shares

Circulation Date: 29 December 2021 (the Circulation Date)

In accordance with section 630(4)(a) of the Companies Act 2006, Article 9 of the articles of association of the Company (the *Articles*), **WE**, being the sole holder of the issued A ordinary shares of US\$0.0364 each in the capital of the Company, **CONSENT** to and sanction:

- 1. the Company carrying out the transaction steps described in the shareholder circular dated 29 December 2021 (the *Transaction Steps*), including but not limited to:
 - (a) the creation, allotment and issue of shares in the capital of the Company pursuant to the Transaction Steps (the *Share Issuances*);
 - (b) the amendment of the Articles pursuant to Resolution 5;
 - (c) the adoption of the new articles of association (the *New Articles*) attached to this class consent as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company, including the amendment of the right of the holders of M shares to sell any or all of their M ordinary shares to the majority A ordinary shareholder pursuant to the Sale Right (as defined in the Articles); and
- any and each variation, modification, abrogation or reduction of the rights, privileges and restrictions attaching to the A ordinary shares of US\$0.0364 as a class of shares which will or may be effected by the Transaction Steps and the passing of the resolutions set out in the attached draft written resolutions of the Company, including but not limited to, the adoption of the New Articles and the Share Issuances.

	Shill Ba
Signed:	1,000
Name:	Lincoln Benet
Title:	President
Dated:	29 December 2021
By Access Industries Management, LLC As Managing Member for and on behalf of AI Perform Holdings LLP	
	An
Signed:	
Name:	Alejandro Moreno
Title:	Executive Vice President
Dated:	29 December 2021
By Access Industries As Managing Membe	Management, LLC or for and on behalf of AI Perform Holdings LLF

- 1. You can choose to agree to all of the class consents or none of them but you cannot agree to only some of the class consents.
- 2. If you agree to all of the class consents, 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 DAZN Legal Department, 7th Floor, 12 Hammersmith Grove, London W6 7AP;
 - **by post**: returning the signed copy by post to DAZN Legal Department, 7th Floor, 12 Hammersmith Grove, London W6 7AP; or
 - **by e-mail**: by attaching a scanned copy of the signed document to an e-mail and sending it to legalnotices@dazn.com. Please enter 'DAZN Recapitalisation Class Consents' in the e-mail subject box.

- 3. If you do not agree to the class consents, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 4. Once you have indicated your agreement to the class consents, you may not revoke your agreement.
- 5. Unless, by 28 days after the Circulation Date, sufficient agreement has been received for the class consents to pass, they will lapse. If you agree to the class consents, please ensure that your agreement reaches us before or during this date.
- 6. 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.
- 7. A copy of these class consents has been sent to the Company's auditors.

(the Company)

Written class consents relating to the variation, modification or abrogation of class rights attaching to the deferred shares

Circulation Date: 29 December 2021 (the *Circulation Date*)

In accordance with section 630(4)(a) of the Companies Act 2006, Article 9 of the articles of association of the Company (the *Articles*), I, being the holder of issued deferred shares of US\$0.0364 each in the capital of the Company, **CONSENT** to and sanction:

- 1. the Company carrying out the transaction steps described in the shareholder circular dated 29 December 2021 (the *Transaction Steps*);
- 2. the amendment of the Articles pursuant to Resolution 5;
- 3. the adoption of the new articles of association (the *New Articles*) attached to this class consent as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company, including in particular, amendments in respect of:
 - (a) capitalisation of profits pursuant to Article 12.1 of the Articles (and, once the New Articles have been adopted as the articles of association of the Company, Article 10.1 of the New Articles);
 - (b) entitlements of Shares upon a Liquidity Event pursuant to Article 5 of the Articles (and, once the New Articles have been adopted as the articles of association of the Company, Article 5 of the New Articles);
 - (c) amendments to Articles 9.3 and 9.4 of the Articles (and once the New Articles have been adopted as the articles of association of the Company, Articles 9.3 and 9.4 of the New Articles); and
- 4. any and each variation, modification, abrogation or reduction of the rights, privileges and restrictions attaching to the deferred shares of US\$0.0364 as a class of shares which will or may be effected by the Transaction Steps and the passing of the resolutions set out in the attached draft written resolutions of the Company (the *Written Resolutions*), including but not limited to, the adoption of the New Articles to reflect the amendments in paragraph (3) above (which has not otherwise been approved pursuant to Resolution 4 of the Written Resolutions).

Signed:	Su Bro
Name:	Lincoln Benet
For and on behalf of:	Access Industries Management, LLC, as Managing Member for and on behalf of AI Perform Holdings LLP
Dated:	29 December 2021
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Signed:	
Name:	Alajandra Marana
ivaille.	Alejandro Moreno
For and on behalf of:	Access Industries Management, LLC, as Managing Member for and on behalf of AI Perform Holdings LLP
Dated:	29 December 2021

- 1. You can choose to agree to all of the class consents or none of them but you cannot agree to only some of the class consents.
- 2. If you agree to all of the class consents, 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 DAZN Legal Department, 7th Floor, 12 Hammersmith Grove, London W6 7AP;
 - **by post**: returning the signed copy by post to DAZN Legal Department, 7th Floor, 12 Hammersmith Grove, London W6 7AP; or
 - **by e-mail**: by attaching a scanned copy of the signed document to an e-mail and sending it to legalnotices@dazn.com. Please enter 'DAZN Recapitalisation Class Consents' in the e-mail subject box.

- 3. If you do not agree to the class consents, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 4. Once you have indicated your agreement to the class consents, you may not revoke your agreement.
- 5. Unless, by 28 days after the Circulation Date, sufficient agreement has been received for the class consents to pass, they will lapse. If you agree to the class consents, please ensure that your agreement reaches us before or during this date.
- 6. 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.
- 7. A copy of these class consents has been sent to the Company's auditors.

(the Company)

Written class consents relating to the variation, modification or abrogation of class rights attaching to Z ordinary shares

Circulation Date: 29 December 2021 (the Circulation Date)

In accordance with section 630(4)(a) of the Companies Act 2006, Article 9 of the articles of association of the Company (the *Articles*), **WE**, being the sole holder of the issued Z ordinary shares of US\$0.0364 each in the capital of the Company, **CONSENT** to and sanction:

- 1. the Company carrying out the transaction steps described in the shareholder circular dated 29 December 2021 (the *Transaction Steps*);
- 2. the amendment of the Articles pursuant to Resolution 5;
- 3. the adoption of the new articles of association (the *New Articles*) attached to this class consent as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company, including in particular, amendments in respect of:
 - (a) capitalisation of profits pursuant to Article 12.1 of the Articles (and, once the New Articles have been adopted as the articles of association of the Company, Article 12.1 of the New Articles); and
 - (b) entitlements of Shares upon a Liquidity Event pursuant to Article 5 of the Articles (and, once the New Articles have been adopted as the articles of association of the Company, Article 5 of the New Articles);
 - (c) the amendment of the right of the holders of M shares to sell any or all of their M ordinary shares to the majority A ordinary shareholder, and the related right of the majority A ordinary shareholder to acquire any M ordinary shares, pursuant to the Sale Right and the Purchase Right respectively (each as defined in the Articles); and
 - (d) amendments to Articles 9.3 and 9.4 of the Articles (and once the New Articles have been adopted as the articles of association of the Company, Articles 9.3 and 9.4 of the New Articles); and
- 4. any and each variation, modification, abrogation or reduction of the rights, privileges and restrictions attaching to the Z ordinary shares of US\$0.0364 as a class of shares which will or may be effected by the Transaction Steps and the passing of the resolutions set out in the attached draft written resolutions of the Company (the *Written Resolutions*), including but not limited to, the adoption of the New Articles to reflect the amendments in paragraph (3) above (which has not otherwise been approved pursuant to Resolution 4 of the Written Resolutions).

Signed:

Name:

YOSHINOBV [SE]

Title:

PREALDENT

Dated: 29 December 2021

For and on behalf of Global Sports Investment LLC

- 1. You can choose to agree to all of the class consents or none of them but you cannot agree to only some of the class consents.
- 2. If you agree to all of the class consents, 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:
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 - **by e-mail**: by attaching a scanned copy of the signed document to an e-mail and sending it to legalnotices@dazn.com. Please enter 'DAZN Recapitalisation Class Consents' in the e-mail subject box.

- 3. If you do not agree to the class consents, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 4. Once you have indicated your agreement to the class consents, you may not revoke your agreement.
- 5. Unless, by 28 days after the Circulation Date, sufficient agreement has been received for the class consents to pass, they will lapse. If you agree to the class consents, please ensure that your agreement reaches us before or during this date.
- 6. 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.
- 7. A copy of these class consents has been sent to the Company's auditors.

(the Company)

Written class consents relating to the variation, modification or abrogation of class rights attaching to M ordinary shares

Circulation Date: 29 December 2021 (the Circulation Date)

In accordance with section 630(4)(a) of the Companies Act 2006, Article 9 of the articles of association of the Company (the *Articles*), I, being the holder of issued M ordinary shares of US\$0.0364 each in the capital of the Company, **CONSENT** to and sanction:

- 1. the Company carrying out the transaction steps described in the shareholder circular dated 29 December 2021 (the *Transaction Steps*);
- 2. the amendment of the Articles pursuant to Resolution 5;
- 3. the adoption of the new articles of association (the *New Articles*) attached to this class consent as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company, including in particular, amendments in respect of:
 - (a) capitalisation of profits pursuant to Article 12.1 of the Articles (and, once the New Articles have been adopted as the articles of association of the Company, Article 12.1 of the New Articles);
 - (b) entitlements of Shares upon a Liquidity Event pursuant to Article 5 of the Articles (and, once the New Articles have been adopted as the articles of association of the Company, Article 5 of the New Articles);
 - (c) the amendment of the right of the holders of M shares to sell any or all of their M ordinary shares to the majority A ordinary shareholder pursuant to the Sale Right (as defined in the Articles); and
 - (d) amendments to Articles 9.3 and 9.4 of the Articles (and once the New Articles have been adopted as the articles of association of the Company, Articles 9.3 and 9.4 of the New Articles); and
- 4. any and each variation, modification, abrogation or reduction of the rights, privileges and restrictions attaching to the M ordinary shares of US\$0.0364 as a class of shares which will or may be effected by the Transaction Steps and the passing of the resolutions set out in the attached draft written resolutions of the Company (the *Written Resolutions*), including but not limited to, the adoption of the New Articles to reflect the amendments in paragraph (3) above (which has not otherwise been approved pursuant to Resolution 4 of the Written Resolutions).

Signed:	Joun Blasure
Name:	John Gleasure
Dated:	29 December 2021

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- 6. 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.
- 7. A copy of these class consents has been sent to the Company's auditors.

(the Company)

Written class consents relating to the variation, modification or abrogation of class rights attaching to M ordinary shares

Circulation Date: 29 December 2021 (the Circulation Date)

In accordance with section 630(4)(a) of the Companies Act 2006, Article 9 of the articles of association of the Company (the *Articles*), I, being the holder of issued M ordinary shares of US\$0.0364 each in the capital of the Company, **CONSENT** to and sanction:

- 1. the Company carrying out the transaction steps described in the shareholder circular dated 29 December 2021 (the *Transaction Steps*);
- 2. the amendment of the Articles pursuant to Resolution 5;
- 3. the adoption of the new articles of association (the *New Articles*) attached to this class consent as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company, including in particular, amendments in respect of:
 - (a) capitalisation of profits pursuant to Article 12.1 of the Articles (and, once the New Articles have been adopted as the articles of association of the Company, Article 12.1 of the New Articles);
 - (b) entitlements of Shares upon a Liquidity Event pursuant to Article 5 of the Articles (and, once the New Articles have been adopted as the articles of association of the Company, Article 5 of the New Articles);
 - (c) the amendment of the right of the holders of M shares to sell any or all of their M ordinary shares to the majority A ordinary shareholder pursuant to the Sale Right (as defined in the Articles); and
 - (d) amendments to Articles 9.3 and 9.4 of the Articles (and once the New Articles have been adopted as the articles of association of the Company, Articles 9.3 and 9.4 of the New Articles); and
- 4. any and each variation, modification, abrogation or reduction of the rights, privileges and restrictions attaching to the M ordinary shares of US\$0.0364 as a class of shares which will or may be effected by the Transaction Steps and the passing of the resolutions set out in the attached draft written resolutions of the Company (the *Written Resolutions*), including but not limited to, the adoption of the New Articles to reflect the amendments in paragraph (3) above (which has not otherwise been approved pursuant to Resolution 4 of the Written Resolutions).

Signed:	Simon Venyer
Name:	Simon Denyer
Dated:	29 December 2021

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- 7. A copy of these class consents has been sent to the Company's auditors.