

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

GRUPPO MEDIA LIMITED

(Registered No 08411318)

(the "Company")

Circulation Date: 3 July 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**Act**), the directors of the Company proposes that the following resolutions numbered 2 and 3 are passed as ordinary resolutions and that the resolutions numbered 1 and 4 are passed as special resolution:

SPECIAL RESOLUTION

1. **That** the draft regulations attached to these written resolutions be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

ORDINARY RESOLUTIONS

2. **That** in accordance with s.551 of the Companies Act 2006 (the **Act**), the directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £1000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date on which this resolution was passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the Act.

3. **THAT**, each ordinary share of £1.00 in the issued share capital of the Company be sub-divided into 31.24 ordinary shares of £0.0320104 each.

SPECIAL RESOLUTION

4. **THAT**, in accordance with section 571 of the Act and subject to the passing of resolution 2 above, the directors of the Company be given the general and unconditional authority to allot, for cash, the shares set out in resolution 2, up to an aggregate nominal amount of £1,000, as if section 561(1) of the Act did not apply to any such allotment.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolutions set out in it (**Resolution**).

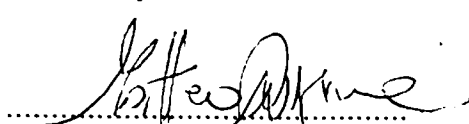
The undersigned, being the sole member of the Company entitled to vote on the Resolution on 19 June 2023, hereby irrevocably agrees to the Resolution.

Date 3 July 2023



Olmo Holding Ltd, acting by Matteo Cassina

Date 3 July 2023



Matteo Cassina

Date 3 July 2023

DocuSigned by:
Pierre Montpeyroux
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Pierre Montpeyroux

NOTES

- 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 the Company at the Registered Office of the Company.

Post: returning the signed copy by post to the Company at the Registered Office of the Company.

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.

- 2 Once you have indicated your agreement to the Resolutions you may not revoke your agreement.
- 3 Unless, within 28 days of the date hereof, 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.
- 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.