

Company no: 08780200

**THE COMPANIES ACT 2006**

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**PRIVATE COMPANY LIMITED BY SHARES**  
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**CURVE MEDIA LTD**

**WRITTEN SPECIAL RESOLUTION OF THE SHAREHOLDERS OF THE COMPANY**

**CIRCULATION DATE: 31 OCTOBER 2022**

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Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a special resolution:

**SPECIAL RESOLUTION**

THAT:

1. notwithstanding anything to the contrary in the Company's current articles of association:
  - 1.1 the current directors of the Company be authorised to participate for all purposes and in all capacities in any decision making process of the directors relating to:
    - 1.1.1 the proposed sale by:
      - (a) BBC Studios Distribution Limited of all of the shares which it owns in the Company to Serafin 26. Verwaltungs GmbH (the **Buyer**);
      - (b) Robert Carey of 2,670 ordinary shares of £0.01 each in the capital of the Company (**ordinary shares**) to the Buyer;
      - (c) Camilla Lewis of 2,670 ordinary shares to the Buyer;
      - (d) Paul Day of 668 B ordinary shares of £0.01 each in the capital of the Company (**B shares**) to the Buyer; and
      - (e) Iain Taylor of 668 B shares to the Buyer;
  - including, without limitation, the execution and implementation of all documents required to implement the same notwithstanding any direct or indirect interest that any such director may have in such proposed sale and/or in the documents referred to in this resolution; and
- 1.2 any conflict of interest that any such director of the Company may have as a result of any interest falling within section 175 of the Companies Act 2006 (**Act**) accordingly be authorised; and

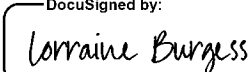
2. provided that a director has declared the nature and extent of his interest in accordance with the requirements of the Act (if required), a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company and (if relevant) in respect of which any conflict of interest has been authorised by the shareholders of the Company:
  - 2.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested;
  - 2.2 shall be entitled to vote at a meeting of directors (or of a committee of the directors) or vote on any written resolution of the directors, in respect of such contract or proposed contract in which he is interested;
  - 2.3 may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested; and
  - 2.4 shall not, save as otherwise agreed, be accountable to the Company for any benefit which he (or any person connected with him (as defined in section 252 of the Act)) derives from any such contract, transaction or arrangement or from any such office or employment or from any interest in any such body corporate;

and in any such case as aforesaid (save as otherwise agreed) he may retain for his own absolute use and benefit all profits and advantages accruing to him under or in consequence of any such transaction or arrangement and no such contract, transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.

Please read the notes at the end of this document before signing it.

The undersigned, being the only persons entitled to vote on the above resolution on the Circulation Date, each hereby irrevocably agree to the resolution set out above.

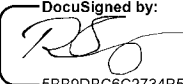
Signed

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Date: 31 October 2022

For and on behalf of BBC Studios Distribution Limited

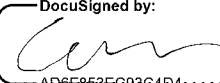
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Robert Carey

Date: 31 October 2022

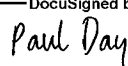
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Camilla Lewis

Date: 31 October 2022

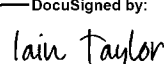
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Paul Day

Date: 31 October 2022

Signed

DocuSigned by:  
  
873DE0E7B8404E9.....

Iain Taylor

Date: 31 October 2022

**Notes:**

1. If you agree with the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:  
**By hand:** delivering the signed copy to Paul Day at the Company's registered office.  
**By post:** returning the signed copy by post to Paul Day at the Company's registered office.  
**By email:** by attaching a scanned copy of the signed document to an email and sending it to Paul Day at [paulday@curvemedia.com](mailto:paulday@curvemedia.com)
2. If you do not agree to the resolution, 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 resolution, you may not revoke your agreement.
4. Unless, by the end of the period of 28 days beginning with the Circulation Date, sufficient agreement is received for the resolution to pass, it will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during 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 copy of the relevant power of attorney or authority when returning this document.