

Company Number 10488342

**SM Characters Limited**

(the "Company")

**SOLE MEMBER'S WRITTEN RESOLUTION**

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19 February 2018 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "**Resolution**"):

**SPECIAL RESOLUTION**


THAT the share capital of the Company be reduced by:

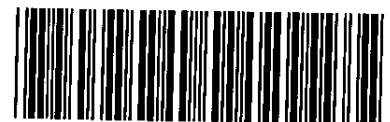
- reducing the share capital account of the Company from GBP 1,015,332 to GBP 1 by the cancellation of 1,015,331 ordinary shares of GBP 1 each; and
- cancelling the share premium account of the Company

AND THAT the amount by which the share capital is reduced shall be credited to a distributable reserve of the Company.

Please read the Notes at the end of this document before signifying your agreement to the Resolution below.

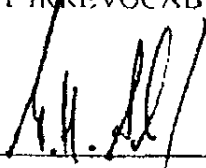
**BY ORDER OF THE BOARD**

  
.....  
Director



## AGREEMENT

WE THE UNDERSIGNED, being the sole member of the Company on the Circulation Date  
HEREBY IRREVOCABLY AGREE to the Resolution.

  
\_\_\_\_\_ N. H. ALA

duly authorised signatory  
for and on behalf of  
**Marvel Brands, LLC**

Dated: .....19 FEBRUARY 2018.....

## NOTES

1. To signify your agreement to the Resolution you should sign and date this document where indicated above and return it to the Company.
2. Once you have signified your agreement to the Resolution, you may not revoke your agreement.
3. Unless, by the date that is 28 days after the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse.
4. A copy of the solvency statement made by the directors of the Company in accordance with section 643 Companies Act 2006 for the purposes of the reduction of share capital to be effected by the passing of the Resolution has is being sent or submitted to you at the same time as and together with this document.
5. A copy of this document was sent to the Company's auditors, on the Circulation Date.