

Company number 11312521

The Companies Act 2006

We hereby certify that this is a true
and accurate copy of the original
dated this 18 day of MARCH
2019
OSBORNE CLARKE LLP
Osborne Clarke LLP
2 Temple Back East
Temple Quay
Bristol BS1 6EG

Company limited by shares

Written resolutions

of

The Entertainer International Limited (the "Company")

8 March 2019 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of The Entertainer International Limited (the "Company") propose that resolution 1 below is passed as a special resolution and resolution 2 below is passed as an ordinary resolution (together, the "Resolutions").

Special Resolution

That:

1. **Articles of Association**

1.1 **Removing restrictions on transfer of shares**

the articles of association of the Company be amended by the insertion of a new article to be numbered 36A in the following terms:

"36A Transfer of shares and lien in relation to security held by a secured institution

36A.1 Notwithstanding anything contained in these articles, the directors shall not decline to register any transfer of shares, whether or not fully paid, nor may they suspend registration thereof where such transfer:

- (a) is to any bank or institution to which such shares have been charged by way of security or to any nominee of such a bank or institution (a "Secured Institution"); or
- (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
- (c) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under its security over the shares,

and the directors shall register any such transfer of shares forthwith following receipt.

36A.2 Notwithstanding anything to the contrary contained in these articles, the Company shall have no lien over shares in it which are charged or mortgaged in favour of a Secured Institution."

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Ordinary Resolution

That:

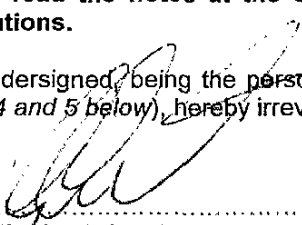
2. Approval of finance documents

- 2.1 the terms and arrangements contemplated by the execution and delivery by the Company of each of the following documents and the performance by the Company of its obligations under the following documents be hereby approved and confirmed as being in the best interests of the Company and promoting the success of the Company for the commercial benefit and advantage of its members:
- (a) a facility agreement to be entered into between, amongst others, (1) the Company as borrower and guarantor and (2) Barclays Bank PLC as Agent, Arranger, Security Agent and Original Lender (the "**Facility Agreement**");
 - (b) an English law debenture to be entered into by the Company in favour of the Security Agent; and
 - (c) a Spanish law pledge in relation to the quotas in Poly to be entered into by the Company in favour of the Security Agent as a condition subsequent to the entry into the Facility Agreement;
- 2.2 any director of the Company has authority to approve the terms of, and the transactions contemplated by the Facility Agreement, any other Finance Documents (as defined in the Facility Agreement) the Company is party to and any other related notices, certificates or authorisations to be entered into by the Company;
- 2.3 the giving of the guarantees and granting of the security by the Company as set out in the Facility Agreement is in the best interests of the Company's business and the entry by the Company into the proposed transactions, substantially on the terms set out in the Finance Documents (as defined in the Facility Agreement), is to the commercial benefit and advantage of the Company; and
- 2.4 notwithstanding any provisions of the Company's articles of association or any personal interest of any of the Company's directors, the Company's directors be and are hereby empowered, authorised and directed to execute and deliver the Finance Documents (as defined in the Facility Agreement) for and on behalf of the Company (in such manner and subject to such changes as they, in their absolute discretion, think fit).

Important:

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

The undersigned, being the persons entitled to vote on the Resolutions on the Circulation Date (see Notes 4 and 5 below), hereby irrevocably agrees to the Resolutions.


.....
duly authorised signatory
for and on behalf of
TEAL Group Holdings Limited

Date: 8 March, 2019

IMPORTANT

Notes to members about the proposed Resolutions

- 1 You can choose to agree to all of the Resolutions or none of them, but you cannot agree to only some of them. If you agree to all of 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 (by delivering the signed copy to 3 Forbury Place, 23 Forbury Road, Reading RG1 3JH marked for the attention of Daniel Barnhouse).
 - By post (by returning the signed copy to 3 Forbury Place, 23 Forbury Road, Reading RG1 3JH marked for the attention of Daniel Barnhouse).
 - By email (by attaching a scanned copy of the signed document to an email and sending it to Daniel.Barnhouse@osborneclarke.com). Please enter "Written resolutions circulated on [circulation date]" in the email subject box.

Please note that return of this document will not be accepted by fax.

- 2 **The Resolutions will lapse if sufficient votes in favour of them have not been received by the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one).** Unless you do not wish to vote on the Resolutions, please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against the Resolutions.
- 3 Once you have signified your agreement to the Resolutions such agreement cannot be revoked.
- 4 In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s).
- 5 If a member has exercised the right, pursuant to the Company's articles of association and section 145 of the Companies Act 2006, to nominate another person to exercise a right to vote on a written resolution, then the vote of that nominee will be counted by the Company to the exclusion of the member.
- 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.