

Company number: 12106979

**PRIVATE LIMITED COMPANY  
WRITTEN RESOLUTION of the SOLE MEMBER  
of  
THE NEW LOTTERY COMPANY LIMITED  
(the "Company")**

(circulated on 21/09 2021 (the "Circulation Date"))

Pursuant to section 291 of the Companies Act 2006, the directors of the Company propose that the resolution set out below be passed as a special resolution of the Company (the "Special Resolution").

The undersigned, being the sole member of the Company entitled to vote at a general meeting of the Company, hereby, pursuant to section 283 of the Companies Act 2006, agrees that the following resolution be passed as a special resolution, being for all purposes as valid and effective as if passed by us as a special resolution at a general meeting of the Company:

THAT with immediate effect the Articles of Association of the Company be altered by the insertion of the following wording as a new Article 15:

**"15. Secured Parties**

*15.1 Notwithstanding anything contained in these Articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise, including, for the avoidance of doubt, any lien referred to in the 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 is:*

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

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

*15.2 Notwithstanding anything to the contrary contained in these Articles, no transferor or proposed transferor of any shares in the Company to a Secured Party or its nominee and no Secured Party or its nominee and no Secured Party or its nominee shall be required to provide any prior written notice to the Company or to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise to require such shares to be transferred to them whether for consideration or not.*

15.3 *Notwithstanding anything in these Articles, the Company shall have no lien on any shares which have been charged by way of security to any Secured Party."*

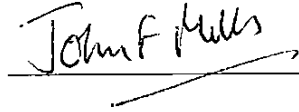
*[Intentionally left blank]*

## **AGREEMENT**

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

The undersigned, being the sole member of the Company entitled to vote on the above Special Resolution on the Circulation Date hereby irrevocably agrees to the Special Resolution:

Signed by

A handwritten signature in black ink, appearing to read "John F. Mills", is written over a horizontal line. A long, sweeping horizontal stroke extends from the end of the signature line.

for and on behalf of

**THE NEW LOTTERY COMPANY HOLDINGS LIMITED**

Date

27/09/21 2021

## NOTES

If you agree to the Special Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.

- 1 If you do not agree to the Special Resolution, 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 Special Resolution, you may not revoke your agreement.
- 3 The Special Resolution will lapse if not passed by the date that is 28 days after the Circulation Date. If you agree to the Special Resolution, please ensure that your agreement reaches us before or during this date.
- 4 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.