

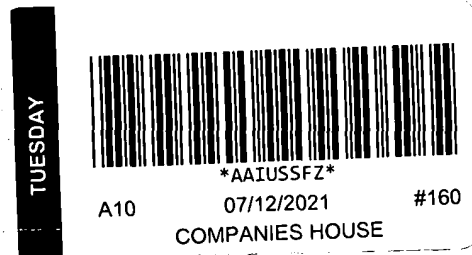
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

Of

WPC13 LIMITED

(the Company)



Circulation date: 25 November 2021 (the **Circulation Date**)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Sole Director of the Company proposes that the following resolutions are passed as ordinary and special resolutions (as applicable) (the **"Resolutions"**).

Capitalised terms used but not defined herein shall take the meaning given to them in the resolutions of the Sole Director appended to these Resolutions.

We, the undersigned, being the sole member of the Company entitled to vote on the following resolution on the Circulation Date, hereby signify our agreement to the Resolutions:

ORDINARY RESOLUTIONS

1. **THAT** the terms of and the transactions contemplated by the Documents and the entry into and performance by the Company of the Documents are HEREBY approved in all respects with all such amendments or modifications as any one director may, in his absolute discretion deem fit and would promote the success of the Company for the benefit of its members as a whole and would be for the further benefit and advantage of the Company to enter into the Documents.
2. **THAT** the authorising of:
 - a. the Sole Director (or in the case of a deed, the Sole Director in the presence of a witness who attests the signature) to approve the terms of the transactions contemplated by the Documents or any other documents in connection with such transactions and to execute, on behalf of the Company (as a deed or otherwise), the Documents to which it is a party, with any amendments that the director may approve and any other documents in connection with any transactions contemplated in the Documents be and is hereby approved; and
 - b. each director:
 - i. to sign and/or despatch on behalf of the Company all documents and notices to be signed and/or despatched by the Company in connection with the Documents and/or any transactions contemplated therein;
 - ii. to act with any other director on behalf of the Company to execute and deliver any agreement, power of attorney, deed or other document required to be executed and delivered in connection with the Documents and/or any transactions contemplated therein; and

- iii. to do all other acts and things that the director may consider necessary or desirable in connection with the Documents and/or any transactions contemplated therein,

subject in each case to such amendments, amendments and restatements, supplements, modifications, renewals, replacements, substitutions and extensions that the director may approve, be and is hereby approved.

3. **THAT** the Sole Director are instructed and authorised to take any action in connection with the negotiation, execution, delivery and performance of the Documents as they shall deem necessary or appropriate.
4. **THAT** the provision of any guarantee and/or security by the Company pursuant to the terms of the Documents and the entry by the Company into the Documents to which it is a party and the performance of the transactions contemplated thereby will promote the success of the Company for the benefit of its members as a whole, and be to the further benefit and advantage of the Company.
5. **THAT** any act done or document executed pursuant to the foregoing resolutions shall be valid, effective and binding on the Company notwithstanding any limitation on the powers of the Sole Director of the company contained in or incorporated by reference in the Company's articles of association (such limitation being hereby suspended, waived, relaxed or abrogated to the extent requisite to give effect to the foregoing resolutions).
6. **THAT** any steps taken or act done by any director in connection with the Documents and/or any transactions contemplated therein, including but not limited to any steps and acts listed in this Written Resolution, be approved, authorised and ratified.
7. **THAT**, any director, and, in the case of any documents to be executed as a deed and any Sole Director in the presence of a witness who attests his signature, be authorised and directed to agree any amendments to and to execute and deliver the Documents and any documents contemplated thereby in such form as they may approve at their discretion.

SPECIAL RESOLUTION

1. **THAT** the articles of association of the Company be altered by the adoption of a new article as 25(6), 25(7) and 25(8) (and that the existing Articles be renumbered and cross references amended accordingly) as follows:

"Article 25(6): Notwithstanding any other provision contained in these articles or the Companies Act 2006 to the contrary, including but not limited to article 26(5) above, the directors and/or the company shall have no discretion to decline to register, or suspend registration of, a transfer of shares where the proposed transferee is:

a) a bank, financial institution or a trust, fund or other entity which is regularly engaged in or established for the purposes of making, purchasing or investing in loans, securities or other financial assets (or any agent, trustee, nominee or nominees or receiver of such entity) to whom such shares are being transferred by way of security; or

b) a purchaser, transferee or other recipient of the shares from such bank, institution or other entity,

a certificate signed by an official of such bank, financial institution or other entity that the relevant shares are charged shall be conclusive evidence of such fact and article 26(5) shall be modified accordingly.

Article 25(7) Notwithstanding any other provision contained in these articles or the Companies Act 2006 to the contrary, any pre-emption rights conferred on existing members or any other person by these articles or otherwise and any other restrictions on the transfer of shares contained in these articles shall not apply where shares are being transferred by way of security to:

a) a bank, financial institution or a trust, fund or other entity which is regularly engaged in or established for the purposes of making, purchasing or investing in loans, securities or other financial assets (or any agent, trustee, nominee or nominees or receiver of such bank, financial institution or other entity); or

b) a purchaser, transferee or other recipient of the shares from such bank, financial institution or other entity.

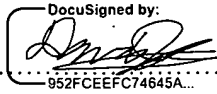
Article 25(8) Notwithstanding any other provision contained in these articles or the Companies Act 2006 to the contrary, where a security interest has been granted over any share pursuant to a security agreement granted in favour of any bank or financial institution or to a trust, fund or other entity which is regularly engaged in or established for the purposes of making, purchasing or investing in loans, securities or other financial assets, such share shall be exempt from all liens (whether present or future) in favour of the company that would arise pursuant to these articles or otherwise howsoever and the company shall not claim any lien (howsoever arising) in respect of such share while such security interest remains unreleased,

a certificate executed by the party to whom such security interest has been granted that such security interest remains unreleased shall be conclusive evidence of the fact. "

8. The undersigned, being the sole member entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

Agreement:

We, being the sole eligible member of the Company (as defined in section 289 of the Companies Act 2006) in respect of this written resolution, agree that the Resolutions be so passed.

DocuSigned by:

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Name: David Michael Bourdeau Jolly

Title: Authorised signatory

Signed for or on behalf of **TV BIDCO LIMITED**

Company Number: 13528631

NOTES:

1. If you agree with 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:
 - a. By hand: delivering the signed copy to the Company's registered office.
 - b. Post: by returning the signed copy by post to the Company's registered office.
 - c. Email: attaching a scanned copy of the signed document to an email and sending it to the Company.
2. If you do not agree to the Resolutions, you do not need to do anything and you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless by the date 28 days after the Circulation Date sufficient agreement has been received for the Resolutions to be passed, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company before or during this date.