

COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
BADGER BUILDINGS LIMITED
(Registered Number SC718125)

Written Resolution

Circulation Date: 15th June 2022



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

ORDINARY RESOLUTION

- 1 THAT i) 67 ordinary shares held by Alexander Fyfe be reclassified as 67 A ordinary shares of £1.00 each; ii) 10 ordinary shares held by Alexander Fyfe be reclassified as 10 C ordinary shares of £1.00 each; iii) 12 ordinary shares held by David Walker be reclassified as 12 B ordinary shares of £1.00 each; and iv) 11 ordinary shares held by David Walker be reclassified as 11 D ordinary shares of £1.00 each.

SPECIAL RESOLUTION

- 2 THAT the draft regulations attached to this written resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

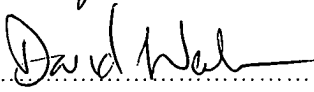
AGREEMENT

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

The undersigned, being the entity entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:


.....
Alexander Fyfe

15/6/22
.....
Date


.....
David Walker

15/6/2022
.....
Date

Notes

- 1 If you agree to 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: delivering the signed copy for the attention of John Plenderleath, 6 Bon Accord Square, Aberdeen, AB11 6XU; or

By Post: returning the signed copy for the attention of John Plenderleath, 6 Bon Accord Square, Aberdeen, AB11 6XU.

By Email: to john.plenderleath@blackadders.co.uk

If you do not agree to the Resolutions, 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 Resolutions, you may not revoke your agreement.
3. Unless sufficient agreement has been received for the Resolutions to be passed within 28 days of the Circulation Date, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before that 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.