

Company number 03677408

**FILING PRINT OF  
SPECIAL RESOLUTIONS**

**OF**

**MARMALADE GAME STUDIO LIMITED (Company)**

Passed on 1 September 2021

The following resolutions were duly passed as special resolutions, in each case by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

**SPECIAL RESOLUTIONS**

1. **THAT** article 5.1 of the Company's articles of association be amended by replacing the words:

*"In the event of a Sale the total of all and any form of consideration received or receivable by the sellers at any time in respect of the shares that are the subject of the Sale shall be reallocated between the sellers of such shares so as to ensure the following order of application of the aggregate sale proceeds"*

with:

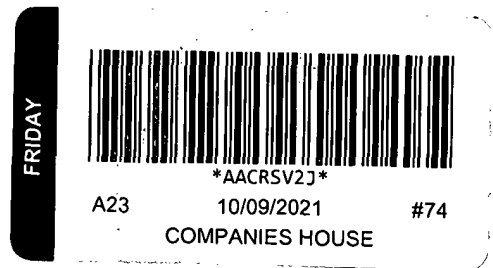
*"In the event of a Sale, the total of all consideration received or receivable by the sellers at any time in respect of the shares that are the subject of the Sale shall be reallocated between the sellers of such shares so as to ensure the following order of application of the aggregate sale proceeds (and where such consideration takes different forms, those forms shall be so reallocated using such applicable values of and in such proportions as between each such form, as determined by the board acting in good faith and whose decision shall be final and binding)".*

2. **THAT** article 13.1 of the Company's articles of association be amended by replacing the words

*"...at the same price per share and on the same terms in respect of all the shares of any class,..."*

with:

*"...at the same price per share and on the same terms in respect of all the shares of any class other than the B Shares as a class,..."*



3. **THAT** article 13.2(c) of the Company's articles of association be amended by replacing the words:

*"(c) the number of acceptances given by Accepting Shareholders, and"*

with:

*"(c) that the Qualifying Offer has been accepted by Accepting Shareholders representing more than 65% of the voting rights, and."*

4. **THAT** article 13.2(d) of the Company's articles of association be amended by replacing the words:

*"...(being not less than 10 Business Days after the date of the Company's notice)"*

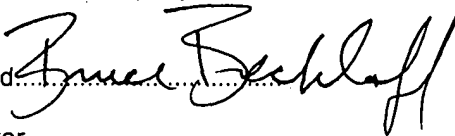
with:

*"...(being not less than 3 Business Days after the date that the Drag Along Notice is sent by the Company) and that completion shall occur on that date or such other subsequent, alternative date(s) (being not more than 15 Business Days after the date that the Drag Along Notice is sent by the Company), as approved by the board."*

5. **THAT** the issue and allotment on 17 July 2006 of 8,823 C ordinary shares of £0.01 each to a shareholder at a subscription price of £8.50 per share (being 29 more C ordinary shares than is reflected in the corresponding filing then made at Companies House) be and is hereby approved and ratified and (notwithstanding any provisions of the Company's articles of association or any personal interest of any of the directors) the resolutions, acts and deeds of the directors in authorising and enabling the Company to allot and issue such C ordinary shares be and are hereby approved and ratified.

A copy of the Company's amended articles of association is attached to this Filing Print.

Signed.....



Director