

Company No. 03879766

**The Companies Act 2006**

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**Private Company Limited by Shares**

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**Written Resolution**

**of**

**Gravity Media Group Limited (the "Company")**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company have proposed that the resolution below be passed as a special resolution by the members of the Company (the "**Resolution**").

The undersigned, being the sole member of the Company and entitled as at the circulation date specified below to attend and vote at general meetings of the Company, **RESOLVES** that the following resolution be passed as a written resolution.


**SPECIAL RESOLUTION**

**THAT**, pursuant to section 21 of the Companies Act 2006, the draft articles of association attached to this Resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

Date of circulation 1 July 2020

*(Signature page follows)*



  
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For and on behalf of  
**Gravity Media Group Holdings Limited**

Date of signature 1 July 2020

**Notes:**

1. If you agree with the Resolution, 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 to Charlotte Lesbirel, 40 Bank Street, Canary Wharf, London E14 5DS.
  - **By Post:** returning the signed copy by post to Charlotte Lesbirel, 40 Bank Street, Canary Wharf, London E14 5DS.
  - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [charlotte.lesbirel@skadden.com](mailto:charlotte.lesbirel@skadden.com).

If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Unless, by (and including) the date falling 28 days following the circulation date above, sufficient agreement has been received for the Resolution to pass, they will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
3. Once given, your agreement to the Resolution may not be revoked.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. 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.