

DISCIPLE MEDIA LIMITED

Company number: 08075740

(the “Company”)

WRITTEN RESOLUTIONS OF THE DIRECTORS

1. BACKGROUND

1.1 The resolutions set out below have been circulated to consider, and if thought fit, approve:

- 1.1.1 the proposed investment in the Company by certain subscribers resulting in the issue and allotment of up to 23,651 shares in the capital of the Company, to be comprised of up to 23,651 ordinary shares of £0.01 each in the capital of the Company and up to 23,651 non-voting B ordinary shares of £0.01 each in the capital of the Company (save that no more than 23,651 shares may be issued in aggregate) (the “**Investment**”);
- 1.1.2 the circulation of the Shareholder Consent (as defined below) to approve the Investment; and
- 1.1.3 the entry by the Company into a side letter to a warrant letter entered into between the Company and Nick Luckock dated 6 August 2021 (the “**Side Letter**”).

2. THE SHAREHOLDER CONSENT

2.1 Reference is made to a Shareholders’ Special Consent (as defined in the articles of association of the Company adopted on 22 June 2021 (the “**Articles**”) proposed to:

- 2.1.1 disapply article 4 of the Articles and thus permit the issue of shares in connection with the Investment free of the restrictions contained in article 4 of the Articles; and
- 2.1.2 comprise the consent of the requisite majority of shareholders pursuant to clause 4 of the shareholders' agreement of the Company dated 17 February 2021.

(the “**Shareholder Consent**”) a copy of which is appended to these resolutions.

2.2 All the Directors who would have been entitled to vote on these resolutions if they had been proposed at a board meeting (being enough to form a quorum) **RESOLVE** that the form of the Shareholder Consent be approved and that any director be authorised to circulate the Shareholder Consent to the eligible signatories.

3. RESOLUTIONS

3.1 All the Directors who would have been entitled to vote on these resolutions if they had been proposed at a board meeting (being enough to form a quorum) **RESOLVE** that, subject to the passing of the Shareholder Consent:

- 3.1.1 the Investment be approved;
- 3.1.2 the approval of, entry and performance by the Company into the Investment is most likely to promote the success of the Company for the benefit of its members;
- 3.1.3 any director be and is hereby authorised on behalf of the Company to sign any document required to be entered into by the Company in connection with the Investment under hand (in the form appended hereto or in such other form (with any changes thereto, supplements, modifications, amendments and restatements thereof) as that director may

approve in his absolute discretion, such approval in any case to be conclusively evidenced by the execution of the relevant document) and any other document that he or she may consider in their or his or her absolute discretion necessary or desirable in connection with, or relating to such document;

- 3.1.4 any two directors or any director in the presence of a witness (who attests the director's signature) be and is hereby authorised on behalf of the Company to execute any document required to be executed by the Company in connection with the Investment as a deed (in the form appended hereto or in such other form (with any changes thereto, supplements, modifications, amendments and restatements thereof) as such persons may approve in his absolute discretion, such approval in any case to be conclusively evidenced by the execution of the relevant document) and any other deed that they or he or she may consider in their or his or her absolute discretion necessary or desirable in connection with, or relating to such document;

subject to payment of the subscription monies in respect of the relevant shares to be issued in connection with the Investment (the “**New Shares**”),

- 3.1.5 the New Shares be allotted and issued (and credited as fully paid) to the relevant subscribers;
- 3.1.6 any one director be instructed to write up the register of applications and allotments and the register of members accordingly and make all other necessary and appropriate entries in the books and registers of the Company;
- 3.1.7 share certificates be prepared in respect of the New Shares and for the relevant share certificates to be executed by the Company in accordance with section 44 of the Act and issued to the relevant Investors;
- 3.1.8 any two directors or any director in the presence of a witness (who attests the director's signature) be and is hereby authorised on behalf of the Company to execute the share certificates and any one director be and is hereby authorised to do all such acts and sign all such documents as may be necessary or desirable in connection with the allotment of the New Shares and any related matter;
- 3.1.9 any director be authorised to make all appropriate entries in the Company’s statutory books and to arrange for completion, signature and delivery to the Registrar of Companies of form SH01 (return of allotment of shares) with respect to the allotment of the New Shares;
- 3.1.10 the Side Letter be and is hereby approved;
- 3.1.11 the approval of, entry and performance by the Company into the Side Letter is most likely to promote the success of the Company for the benefit of its members; and
- 3.1.12 any director be and is hereby authorised on behalf of the Company to sign any the Side Letter under hand (in the form appended hereto or in such other form (with any changes thereto, supplements, modifications, amendments and restatements thereof) as that director may approve in his absolute discretion, such approval in any case to be conclusively evidenced by the execution of the Side Letter) and any other document that he or she may consider in their or his or her absolute discretion necessary or desirable in connection with, or relating to the relevant document.

4. FURTHER ACTIONS

- 4.1 All the Directors who would have been entitled to vote on these resolutions if they had been

proposed at a board meeting (being enough to form a quorum) **RESOLVE** that any director be authorised in the name and on behalf of the Company to execute (in the case of documents to be executed as a deed, with any other director or the secretary or by himself in the presence of a witness) and deliver all such further documents and to take all such further action as they may consider necessary or appropriate in connection with the Investment and the matters approved by these resolutions.

We have previously notified the Company of the nature and extent of our respective interests in the business of these resolutions in so far as required by section 177 of the Companies Act 2006 and the Articles.

These resolutions shall take effect when the last of us to sign them has done so (whether in the same document or not) or has otherwise signified agreement to them. A copy of these resolutions, once duly passed, may be signed by any director for authentication purposes.

Resolution Passed on:

Date: 16/06/2023



.....
EIRIK SVENDSEN
.....