

**PRIVATE COMPANY LIMITED BY SHARES
AVANTAGE ENTERTAINMENT UK LIMITED
("Company")**

Written resolutions of the sole shareholder of the Company

circulated on 2nd April 2020 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("CA 2006"), the sole director of the Company proposes that resolutions 1 and 2 are passed as an ordinary resolutions and resolution 3 is passed as special resolution (together the "Resolutions" and each a "Resolution").

ORDINARY RESOLUTION

1. **THAT**, prior to the passing of the Resolutions 2 and 3, the one ordinary share of £0.01 be re-designated to one B Ordinary Share of £0.01.
2. **THAT**, prior to the passing of the Resolution 3, the one issued B Ordinary Share of £0.01 in the capital of the Company be sub-divided into 100 B Ordinary Shares of £0.0001 each in the capital of the Company, such shares having the same rights and restrictions as the existing B Ordinary Share of £0.01 (save as to nominal value) as set out in the articles of association of the Company so that the issued share capital of the Company is £0.01 divided into 100 B Ordinary Shares of £0.0001 each in the capital of the Company.

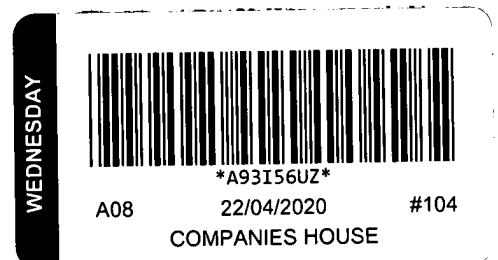
SPECIAL RESOLUTION

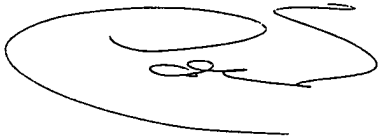
3. **THAT** the Articles of Association attached to these Resolutions be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the current Articles of Association of the Company.

AGREEMENT

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

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





Signed _____

Date 2nd April 2020

For and on behalf of

AVANTAGE ENTERTAINMENT USA, LLC

NOTES

1. If you agree to the all of 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 delivery methods:
 - (a) **Post:** returning the signed copy by post to Karen O'Grady, Memery Crystal LLP, 165 Fleet Street, London, EC4A 2DY.
 - (b) **Email:** by attaching a scanned copy of the signed document to an email and sending it to Karen.o'grady@memerycrystal.com. Please type "Avantage Entertainment UK Limited" in the email subject box.
2. 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.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless, by the date falling 28 days from the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
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.