

Company Number: 12254617

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF
BOX FIVE PRODUCTIONS LIMITED
(the Company)



PURSUANT TO PART 13, CHAPTER 2 OF THE COMPANIES ACT 2006

Date of circulation: 31 March 2020

WRITTEN RESOLUTION

We the undersigned, being the members of the Company holding a simple majority of the voting rights in the Company in the case of an ordinary resolution and at least 75% of the voting rights in the case of a special resolution who, at the date of these Resolutions, would be entitled to attend and vote at General Meetings of the Company HEREBY PASS Resolution 1 and 2 as special resolutions and Resolutions 3 and 4 as ordinary resolutions and agree that such Resolutions shall, for all purposes, be as valid and effective as if the same had been passed by us at a General Meeting of the Company duly convened and held:

SPECIAL RESOLUTIONS

1. THAT the Company adopt new Articles of Association in the form annexed to these Written Resolutions (the **New Articles**) with immediate effect, such New Articles to replace in their entirety the existing articles of association of the Company.
2. THAT, subject to passing Resolutions 1 and 3, the directors be generally and unconditionally empowered pursuant to section 570 of the Companies Act 2006 (the **Act**) to allot such 'A' ordinary shares pursuant to the authority granted by Resolution 3 below as if section 561 of the Act (existing shareholders' rights of pre-emption) did not apply to such allotment.

ORDINARY RESOLUTIONS

3. THAT, subject to passing Resolution 1 above, the directors of the Company be authorised for the purposes of sections 549 to 551 of the Act to exercise all the powers of the Company to allot a new class of 'A' ordinary shares up to a nominal amount of £1.00 with such rights and restrictions as set out in the New Articles. This authority shall expire on the date five years from the date of this resolution but the Company may grant options to make an offer or agreement before this authority expires which would or might require shares to be allotted after it has expired and may allot shares under any such offer or agreement notwithstanding that this authority has expired.
4. THAT, subject to passing Resolution 1 above, the one issued ordinary share of £1.00 in the capital of the Company held by Cameron Mackintosh Limited be and is redesignated as one 'B' ordinary share of £1.00 in the capital of the Company, such class of share having the rights and being subject to the restrictions set out in the New Articles.

AGREEMENT

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



.....
Cameron Mackintosh Limited

31 March 2020

.....
Date

NOTES

- (a) You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions. 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:

- (i) By Hand: delivering the signed copy to one of the Company's directors.
- (ii) Post: returning the signed copy by post to the Company's registered office.
- (iii) E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to richard@camack.co.uk. Please enter "Written resolution of Box Five Productions Limited" in the e-mail subject box.

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.

- (b) Once you have indicated your agreement to the resolutions and returned it to us, you may not revoke your agreement.
- (c) Unless, by 28 days from the circulation date stated on page 1, sufficient agreement has been received for the resolutions to pass, it will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before close of business on this date.
- (d) 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.
- (e) 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.