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COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTION OF THE MEMBERS

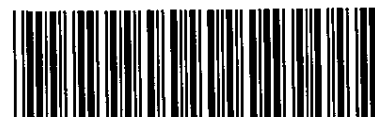
Of  
FABLE PICTURES LIMITED

(the "Company")

(Circulation date: 1 November 2019)

WRITTEN RESOLUTIONS

SATURDAY



A08 09/11/2019 #221  
COMPANIES HOUSE

Pursuant to chapter 2 of part 13 of Companies Act 2006 (the "Act"), resolution 1 below is proposed by the directors of the Company to be passed as a special resolution and resolutions 2 and 3 be passed as ordinary resolutions (the "Resolutions"), as indicated below:

SPECIAL RESOLUTION

1. THAT, the articles of association of the Company be altered by:

- a. the definition of "Good Leaver" be deleted in its entirety and replaced as follows:

"Good Leaver" means

*a Principal or Employee Shareholder who becomes a Leaver for one of the following reasons: (i) his death; or (ii) his personal incapacity due to ill health or disability; or (iii) the termination by the Company of his employment other than for Cause, including termination by the Company on notice under clause 10.2 of the relevant employment agreement; or (iv) the termination of his employment agreement in accordance with the terms thereof after the 5<sup>th</sup> anniversary of the date of adoption of these Articles; or (v) otherwise as agreed in writing with the B Shareholder; or where a Principal sells all his or her shares in the Company pursuant to the terms of an exit mechanism contained in any Shareholders' Agreement during 2019.*

- b. the definition of "Leaver" be deleted in its entirety and replaced as follows:

"Leaver" means

*(i) a Principal who ceases to be an employee of the Company; or*

*(ii) an Employee Shareholder who ceases, or has ceased within the preceding 90 days, to be an employee of the Company; or*

*(iii) in the event of the death of an Employee Shareholder, a personal representative of said Employee Shareholder who exercises the option to acquire Ordinary Shares on behalf of the Employee Shareholder at any point in the 12 month period following their death.*

- c. A new definition of "**Employee Shareholder**" means *any employee of the Company who holds any of the Ordinary Shares up to a maximum of 5% of the Ordinary Shares.*

#### ORDINARY RESOLUTIONS

2. **THAT** the Fable Pictures Limited EMI Share Option Scheme (the "**Scheme**"), a copy of the rules of which is attached to this written resolution be approved, and the directors be authorised to do all acts and things necessary to establish the Plan.
3. **THAT**, subject to the passing of resolution 1, the director(s) of the Company be and is unconditionally authorised pursuant to Section 551 of the Companies Act 2006 to exercise all powers of the Company to allot, or to grant any right to subscribe for or to convert any security into 150 A Ordinary Shares of £0.01 each in the Company up to an aggregate nominal value of £1.50 This authority shall expire on the date five years after the passing of this resolution unless previously revoked, varied or extended save that the director(s) may, notwithstanding such expiry, allot any shares or grant any right to subscribe for, or to convert any security into, shares in pursuance of an offer or agreement to do so made by the Company before this authority expires.

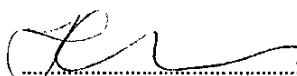
Please read the notes at the end of this document before signifying your agreement to the Resolutions by signing where indicated below.

We, the undersigned, being the members of the Company on the Circulation Date stated above hereby irrevocably agree to the Resolutions and consent to the matters set out therein.

.....  
Signed for and on behalf of

**Sony Pictures Television Production UK Limited**

Date: 1 2019



.....  
Signed by

**Faye Ward**

Date: 1 November 2019

## NOTES

1. 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.
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 by signing this document and returning it to the Company, you may not revoke your agreement.
4. If sufficient agreement has not been received for the Resolutions to pass by the date falling 28 days after the Circulation Date shown on page 1 of this document then the Resolutions will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before close of business on that date.