

COMPANY NUMBER: 14214412

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

BEFB HOLDCO LTD (THE "COMPANY")

Circulation Date:25 August.....2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**) the directors of the Company (**Directors**) propose that the resolutions below be passed as a special resolution (the "**Resolutions**"):

SPECIAL RESOLUTION

1. REDESIGNATIONS OF SHARES

THAT, in accordance with section 636 of the Act and article 20.3 of the Company's articles of association (the "**Articles**"):

- a) 8,869,424 ordinary shares of £1.00 each in the Company be redesignated as X ordinary shares of £1.00 each, which shall have attached to them the following rights:
 - i. all references to 'Ordinary Shares' in the Articles shall be deemed to include a reference to the X ordinary shares, save to the extent inconsistent with the rights specifically set out herein;
 - ii. the X ordinary shares shall be entitled to receive any dividends or other distributions payable out of profits arising from the Company's holding of shares in John Mills Limited only; and
 - iii. the holders of X ordinary shares shall be entitled to receive any capital, on a return of capital, arising in connection with the Company's holding of shares in John Mills Limited only.
- b) 230,605 ordinary shares of £1.00 each in the Company be redesignated as Y ordinary shares of £1.00 each, which shall have attached to them the following rights:
 - i. all references to 'Ordinary Shares' in the Articles shall be deemed to include a reference to the Y ordinary shares, save to the extent inconsistent with the rights specifically set out herein;
 - ii. the Y ordinary shares shall be entitled to receive any dividends or other distributions

payable out of profits arising from the Company's holding of shares in Copperstone Media Ventures Ltd only; and

- iii. the holders of Y ordinary shares shall be entitled to receive any capital, on a return of capital, arising in connection with the Company's holding of shares in Copperstone Media Ventures Ltd only.
- c) 2,399,177 A ordinary shares of £1.00 each in the Company be redesignated as A1 ordinary shares of £1.00 each, which shall have attached to them the following rights:
- i. all references to 'A Shares' in the Articles shall be deemed to include a reference to the A1 ordinary shares, save to the extent inconsistent with the rights specifically set out herein;
 - ii. the A1 ordinary shares shall be entitled to receive any dividends or other distributions payable out of profits arising from the Company's holding of shares in John Mills Limited only; and
 - iii. the holders of A1 ordinary shares shall be entitled to receive any capital, on a return of capital, arising in connection with the Company's holding of shares in John Mills Limited only.
- d) 62,379 A ordinary shares of £1.00 each in the Company be redesignated into A2 ordinary shares of £1.00 each in the Company, which shall have attached to them the following rights:
- i. all references to 'A Shares' in the Articles shall be deemed to include a reference to the A2 ordinary shares, save to the extent inconsistent with the rights specifically set out herein;
 - ii. the A2 ordinary shares shall be entitled to receive any dividends or other distributions payable out of profits arising from the Company's holding of shares in Copperstone Media Ventures Ltd only; and
 - iii. the holders of A2 ordinary shares shall be entitled to receive any capital, on a return of capital, arising in connection with the Company's holding of shares in Copperstone Media Ventures Ltd only.
- e) 348,896 B ordinary shares of £1.00 each in the Company be redesignated as B1 ordinary shares of £1.00 each, which shall have attached to them the following rights:
- i. all references to 'B Shares' in the Articles shall be deemed to include a reference to the B1 ordinary shares, save to the extent inconsistent with the rights specifically set out herein;
 - ii. the B1 ordinary shares shall be entitled to receive any dividends or other distributions

payable out of profits arising from the Company's holding of shares in John Mills Limited only; and

- iii. the holders of B1 ordinary shares shall be entitled to receive any capital, on a return of capital, arising in connection with the Company's holding of shares in John Mills Limited only.
- f) 9,071 B ordinary shares of £1.00 each in the Company be redesignated into B2 ordinary shares of £1.00 each, which shall have attached to them the following rights:
- i. all references to 'B Shares' in the Articles shall be deemed to include a reference to the B2 ordinary shares, save to the extent inconsistent with the rights specifically set out herein;
 - ii. the B2 ordinary shares shall be entitled to receive any dividends or other distributions payable out of profits arising from the Company's holding of shares in Copperstone Media Ventures Ltd only; and
 - iii. the holders of B2 ordinary shares shall be entitled to receive any capital, on a return of capital, arising in connection with the Company's holding of shares in Copperstone Media Ventures Ltd only.
- g) 882,503 C ordinary shares of £1.00 each in the Company be redesignated as C1 ordinary shares of £1.00 each, which shall have attached to them the following rights:
- i. all references to 'C Shares' in the Articles shall be deemed to include a reference to the C1 ordinary shares, save to the extent inconsistent with the rights specifically set out herein;
 - ii. the C1 ordinary shares shall be entitled to receive any dividends or other distributions payable out of profits arising from the Company's holding of shares in John Mills Limited only; and
 - iii. the holders of C1 ordinary shares shall be entitled to receive any capital, on a return of capital, arising in connection with the Company's holding of shares in John Mills Limited only.
- h) 22,945 C ordinary shares of £1.00 each in the Company be redesignated into C2 ordinary shares of £1.00 each, which shall have attached to them the following rights:
- i. all references to 'C Shares' in the Articles shall be deemed to include a reference to the C2 ordinary shares, save to the extent inconsistent with the rights specifically set out herein;
 - ii. the C2 ordinary shares shall be entitled to receive any dividends or other distributions

payable out of profits arising from the Company's holding of shares in Copperstone Media Ventures Ltd only; and

- iii. the holders of C2 ordinary shares shall be entitled to receive any capital, on a return of capital, arising in connection with the Company's holding of shares in Copperstone Media Ventures Ltd only.

2. VARIATION OF CLASS RIGHTS

THAT, in accordance with article 20.3 of the Articles:

- a) the rights attached to the ordinary shares of £1.00 each in the Company shall be varied as follows:
 - i. the ordinary shares shall be entitled to receive any dividends or other distributions payable out of profits arising from the Company's holding of shares any Group Undertaking (as defined in the Articles), other than John Mills Limited or Copperstone Media Ventures Ltd;
 - ii. the holders of ordinary shares shall be entitled to receive any capital, on a return of capital, arising in connection with the Company's holding of shares in any Group Undertaking (as defined in the Articles), other than John Mills Limited or Copperstone Media Ventures Ltd; and
 - iii. the rights attached to the ordinary shares shall otherwise remain as set out in the Articles.
- b) the rights attached to the B ordinary shares of £1.00 each in the Company shall be varied as follows:
 - iv. the B ordinary shares shall be entitled to receive any dividends or other distributions payable out of profits arising from the Company's holding of shares any Group Undertaking (as defined in the Articles), other than John Mills Limited or Copperstone Media Ventures Ltd;
 - v. the holders of B ordinary shares shall be entitled to receive any capital, on a return of capital, arising in connection with the Company's holding of shares in any Group Undertaking (as defined in the Articles), other than John Mills Limited or Copperstone Media Ventures Ltd; and
 - vi. the rights attached to the B ordinary shares shall otherwise remain as set out in the Articles.

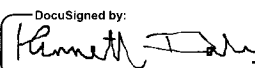
- c) the rights attached to the C ordinary shares of £1.00 each in the Company shall be varied as follows:
- vii. the C ordinary shares shall be entitled to receive any dividends or other distributions payable out of profits arising from the Company's holding of shares any Group Undertaking (as defined in the Articles), other than John Mills Limited or Copperstone Media Ventures Ltd;
 - viii. the holders of C ordinary shares shall be entitled to receive any capital, on a return of capital, arising in connection with the Company's holding of shares in any Group Undertaking (as defined in the Articles), other than John Mills Limited or Copperstone Media Ventures Ltd; and
 - ix. the rights attached to the C ordinary shares shall otherwise remain as set out in the Articles.

AGREEMENT

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

The undersigned, being persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

Signed on behalf of the shareholders listed at Schedule 1 by **Kenneth Daly** acting under a Power of Attorney to complete a Reorganisation pursuant to a Drag Along Notice and under Article 33.5 of the articles of association of John Mills Limited

DocuSigned by:

.....
72A773ED68F140A...

Date

..... 25 August 2022

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 using one of the following methods:
 - **Post:** returning the signed copy by post at Joelson LLP, 2 Marylebone Rd, London NW1 4DF (FAO: Charlie Pattihis).
 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to charlie.p@joelsonlaw.com (FAO: Charlie Pattihis).
 - **By DocuSign or other electronic signing platform:** by following the instructions of such electronic signing platform, to the extent applicable.
2. 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.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Where, by 28 days after the date on which the Resolutions have been circulated, insufficient agreement has been received for the Resolutions to pass, the Resolutions will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on 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.

Schedule 1

Shareholders
John Mills
John Mills Executive Pension Scheme
John Mills Family Trust
Ken Daly
Sarah Steele
Jane Gill
Tara Joglu
Nitin Gohil
Lakshmi Rajakumer
Isaac Obeng
Jane Pentelow
Ben Thomas
David Grier
Brian Keogh
Jess Levy
Hanh Ly
Simon Hathway
Shaun Tebble
Janie Peace
Andreas Kappes
Leon Angel
Kevin Dickens
Diego Pita
Marc Wheatley
David Karl Cooper
Louise Ball
Andrew Halstead
Joanne Hayes
Philippa James
Ian Bennington
Linda James
Mark Watkinson
Darren Spencer
Arthur Sanders
Anthony Coverdale
Stephen Payne
Stephen Webster
Richard Mason
Judith Fahey
Anthony Queenan
Ian Marriott
Victoria Clarke

David Lee
Liezl van Zyl
James Bishop
Helen Campbell
Nanda Rajput
Rob Isaac
Nigel Davies
Barry Brice
Stacie McKenrick
Sean Phelan
Garry Topping
Vikash Jetha
Keith Tebble
Daniel Parfitt
Ashleigh Henley
David Flanagan
Kelvin Lee
Ben Pereira-Mendez
Hannah Webb
Lee Ratcliffe
Jason Beck
Fergal Furey
Lee Farleigh
Lea Letherland
Stephen Murray
Ann Quigley
Claire Parker
Carol Stubbs
Cherree Brodie
Ross Gorvett
Mark Collins
Joanne Cooper
Ian McClean
Jonathan Howe
Natalie Crumbie
Abigail Heslop
David Chrisp
Emma Metcalf
Neil Woods
Jill Sehman
Elaine Francis
Kristian Gatenby
Amanda Slack
Kelly McIntosh

Karen Peacock
Liam Casey
Sean Maher
Marie Sloan
Sarah Harrison
Dean Walsh
Dean Wright
Deborah Bain
Susan Aubrey-Cound
Bob Penfold
Alastair Crowe
Jai Whiting
Dharmesh Lathigra
Chris Brink
Tim Payne