

Company Number: 06187009

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS OF THE SOLE MEMBER**

of

**COOKIE JAR ENTERTAINMENT HOLDINGS UK LIMITED**  
(the **Company**)

Circulated on 28 June 2017 (the **Circulation Date**)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**), it is proposed that the resolutions below are passed as indicated below. The resolutions set out below are referred to in this document as the **Resolutions**.

**ORDINARY RESOLUTIONS**

1. **THAT** the terms of, the arrangements contemplated by, and the execution (whether as a deed or under hand), delivery and performance by the Company of the documents listed in the Annexure to this written resolution (the "**Documents**") be and are hereby approved.
2. **THAT** the directors have authority to approve the terms of, and the transactions contemplated by the Documents;
3. **THAT** the entry into by the Company of the proposed transactions substantially on the terms set out in the Documents is in the best interests of the Company's business and will promote the success of the Company for the benefits of its members as a whole;

**SPECIAL RESOLUTIONS**

4. **THAT** the Company's articles of association be amended by removing articles 3.1 and 12.1; and
5. **THAT** resolutions 1 to 4 have effect notwithstanding any provision of the Company's articles of association.

TUESDAY



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18/07/2017

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COMPANIES HOUSE

Please read the notes set out below before signing or taking any action on this document.

**AGREEMENT**

We, being the sole member entitled to vote on the Resolutions on the Circulation Date, irrevocably agree to the Resolutions:

**SIGNED** on behalf of **DHX**  
**WORLDWIDE LIMITED**

<i>Signature</i>	
	
Director	
<i>Print name</i>	
Mark Gosine	

Date on which resolution is passed 28 June 2017

**Notes:**

1. *If you agree to the Resolution, please indicate your agreement by signing (but not dating) this document where indicated above and returning it to the Company using one of the following methods:*

- 1.1 *by hand or post to the Company; or*

- 1.2 *by attaching a scanned copy of the signed document and sending it to the Company.*

*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.*

*By returning the document to the person as set out at 1 above you irrevocably confirm that he/she or any person he/she may nominate is authorised at his/her sole discretion to deliver the signed document to the Company and date it with delivery on your behalf and will (until the date of delivery of such document to the Company) continue to hold the document as your agent and not as agent for the Company.*

2. *Once delivered, you will have indicated your agreement to the Resolutions and may not revoke your agreement.*
3. *The Resolutions will lapse if your agreement to them has not been received by the Company within 28 days of the Circulation Date.*
4. *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.*
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.*