

## KEYWORDS STUDIOS PLC – GENERAL MEETING

You may submit your proxy electronically through CREST or Proxymity, or by post.

Barcode:

To be held at 10.15 a.m. (or as soon as reasonably practicable thereafter as the Court Meeting shall have been concluded or adjourned) on 30 August 2024 at the offices of MHP Group, 60 Great Portland Street, London W1W 7RT

### FORM OF PROXY – KEYWORDS STUDIOS PLC – GENERAL MEETING

General Meeting (the “**General Meeting**”) of Keywords Studios PLC (the “**Company**”) to be held at the offices of MHP Group, 60 Great Portland Street, London W1W 7RT on 30 August 2024 at 10.15 a.m. (London time) (or as soon as reasonably practicable thereafter as the Court Meeting shall have been concluded or adjourned). Please read the notice of the General Meeting in the scheme document of the Company dated 29 July 2024 (the “**Scheme Document**”) and the Notes overleaf before completing this form. **Please use a black pen.**

Barcode:

Event Code:

I/We, being (a) registered shareholder(s) of the Company, hereby appoint the Chair of the meeting or the person indicated in the box below (see Note 3 and 4 overleaf)

Name of Proxy

Number of shares proxy appointed over

as my/our proxy to attend and vote on my/our behalf at the General Meeting and at any adjournment thereof.

I/We have indicated with an ‘X’ how I/we wish my/our votes to be cast in respect of the resolution indicated below.

Please mark ‘X’ in the box opposite if this appointment is one of multiple appointments being made:

Please mark ‘X’ in the relevant box alongside the Special Resolution to indicate how you wish to vote (see Note 13 overleaf).

To assist with arrangements, if you plan to attend the meeting, please place an ‘X’ in the box opposite:

Signature

Date

You may submit your proxy electronically at [www.signalshares.com](http://www.signalshares.com)

Please detach this portion of the Form of Proxy before posting. Please note this Form of Proxy must be signed and dated before being posted. **Please complete, sign and return this Form of Proxy whether or not you plan to attend the General Meeting.**

## KEYWORDS STUDIOS PLC – COURT MEETING

You may submit your proxy electronically through CREST or Proxymity, or by post.

Barcode:

To be held at 10.00 a.m. (London time) on 30 August 2024 at the offices of MHP Group, 60 Great Portland Street, London W1W 7RT

### FORM OF PROXY – KEYWORDS STUDIOS PLC – COURT MEETING

Before completing this Form of Proxy, please read carefully the Notice of Court Meeting set out in the scheme document of Keywords Studios PLC (the “**Company**”) dated 29 July 2024 (the “**Scheme Document**”) which has been made available to shareholders of the Company and the Notes set out overleaf. By an order dated 26 July 2024 made in the matter of the Company and in the matter of the Companies Act 2006, the Court has given permission for a meeting of the Scheme Shareholders (as defined in the Scheme Document) to be convened for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement proposed to be made pursuant to Part 26 of the Companies Act 2006 (the “**Scheme**”) between the Company and the Scheme Shareholders and that such court meeting shall be held at the offices of MHP Group, 60 Great Portland Street, London W1W 7RT on 30 August 2024 at 10.00 a.m. (London time) (the “**Court Meeting**”).

Barcode:

Event Code:

I/We, being (a) registered shareholder(s) of the Company, hereby appoint the Chair of the meeting or the person indicated in the box below (see Notes 2 and 3 overleaf)

Name of Proxy

Number of shares proxy appointed over

as my/our proxy to attend, speak and vote on my/our behalf at the Court Meeting and at any adjourned meeting thereof. I/we instruct my/our proxy as indicated below. Unless otherwise instructed the proxy may vote as he or she sees fit in relation to any business of the meeting other than the resolution to approve the Scheme which may come before the Court Meeting.

I/We have indicated with an ‘X’ how I/we wish my/our votes to be cast in respect of the resolution indicated below.

Please mark ‘X’ in the box opposite if this appointment is one of multiple appointments being made:

Please mark ‘X’ in the relevant box alongside the Special Resolution to indicate how you wish to vote (see Note 13 overleaf).

**IMPORTANT: Please use a black pen. If you wish to vote for the Scheme, sign your name in the box marked “FOR the Scheme”. If you wish to vote against the Scheme, sign your name in the box marked “AGAINST the Scheme”. Only insert your signature once. If you sign both boxes, or if you do not sign in either box, then this Form of Proxy will be invalid. Joint Scheme Shareholders should refer to Note 15 overleaf.**

FOR the Scheme

Signature

Date

AGAINST the Scheme

Signature

Please detach this portion of the Form of Proxy before posting. Please note this Form of Proxy must be signed and dated before being posted. **Please complete, sign and return this Form of Proxy whether or not you plan to attend the Court Meeting.**

## Notes

- Full details of the resolution to be proposed at the Court Meeting are set out in the Notice of Court Meeting which is set out in Part 9 of the Scheme Document. Before completing this Form of Proxy please also read the section entitled 'Action to be taken' in the Scheme Document. Terms defined in the Scheme Document shall apply in this Form of Proxy unless the context otherwise requires.
- Scheme Shareholders are strongly encouraged to submit proxy appointments and instructions for the Court Meeting as soon as possible using any of the methods (by post, or electronically through CREST or Proximity) set out below. Scheme Shareholders are also strongly encouraged to appoint "the Chair of the meeting" as their proxy.**
- Only Scheme Shareholders, or their duly appointed representatives, are entitled to attend and vote at the Court Meeting. To appoint as a proxy a person other than the Chair of the meeting insert their full name in the space provided. A proxy need not be a member of the Company. You may appoint more than one proxy provided each that proxy is appointed to exercise rights attaching to different shares. The following options are available:
  - To appoint the Chair of the meeting as your sole proxy in respect of all your Scheme Shares, simply fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
  - To appoint a person other than the Chair of the meeting as your sole proxy in respect of all of your Scheme Shares, insert the name of your proxy in the space provided, then fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
  - To appoint more than one proxy, you may photocopy this form or contact the Company's Registrar, Link Group (the "Registrar") for further WHITE Forms of Proxy via the shareholder helpline detailed at Note 8. Please indicate the proxy holder's name and the number of Scheme Shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of Scheme Shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given by marking an 'X' in the box provided. If you wish to appoint the Chair of the meeting as one of your multiple proxies, simply write "the Chair of the meeting". All forms must be signed and should be returned together in the same envelope. Please ensure that all of the multiple Forms of Proxy in respect of one registered holding of Scheme Shares are sent to the Registrar, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL so as to be received as soon as possible and in any event by no later than the times indicated in Note 7 for receipt of Forms of Proxy.
  - If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box entitled 'Number of shares proxy appointed over' the number of Scheme Shares in relation to which they are authorised to act as your proxy. If this box is left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or, if this Form of Proxy has been issued in respect of a designated account for a Scheme Shareholder, the full voting entitlement for that designated account).
- The Form of Proxy gives your proxy/ies full rights to attend and vote. If you wish to restrict the rights of your proxy/ies, please cross out the word "vote" as you feel appropriate.
- Proxies may be lodged electronically through CREST or Proximity, or by post.
- Scheme Shares held in uncertificated form (i.e., in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID RA10) by no later than the times indicated in Note 7. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST Application Host) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- To be valid, the Form of Proxy, and any other power of attorney or other authority under which it is executed (or duly certified copy of any such power or authority), must either be (a) sent by post to the Registrar, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL; (b) lodged electronically Proximity (for further information regarding Proximity, please visit www.proximity.io); (c) lodged using the CREST electronic proxy appointment service in accordance with the procedures set out in the CREST Manual (which can be viewed at <http://www.euroclear.com>), in each case, so as to arrive as soon as possible and in any event no later than 10.00 a.m. (London time) on 28 August 2024 or, if the Court Meeting is adjourned, 48 hours (excluding any day which is not a Business Day) before the time fixed for the adjourned Court Meeting. If the Form of Proxy is not returned by the specified time, it may be handed to the Chair or a representative of Link Group at any time prior to the start of the Court Meeting. A stamp is not required if posted in the UK or the Channel Islands. A proxy appointment made electronically will not be valid if sent to any address other than that provided. Please note that any electronic communication found to contain a computer virus will not be accepted.

- If you have any questions about the Scheme Document or the Court Meeting or are in any doubt as to how to complete this Form of Proxy or to submit your proxies electronically you can email [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk) or telephone Link Group on: +44 (0) 371 664 0321. If calling from outside the UK, please ensure the country code is used. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines will be open between 9.00 a.m. to 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. Please note that Link Group cannot provide advice on the merits of the Acquisition or the Scheme or give any financial, legal, investment or tax advice.
- This Form of Proxy (i) in the case of an individual, must either be signed by the appointor or his or her attorney; and (ii) in the case of a corporation, must be either given under its common seal or be signed on its behalf by an attorney or a duly authorised officer of the corporation. Any signature on or authentication of such appointment need not be witnessed. Where an appointment of a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a copy thereof certified notarially or in some other way approved by the Directors must (failing previous registration with the Company) be submitted to the Company, failing which the appointment may be treated as invalid.
- The Form of Proxy is for use in respect of the Scheme Shareholder account specified above only and should not be amended or submitted in respect of a different account.
- Completion and return of the Form of Proxy, or the appointment of a proxy electronically through CREST or Proximity, will not preclude you from attending and voting at the Court Meeting should you subsequently decide to do so.
- Entitlement to attend and vote (or by proxy) at the Court Meeting and the number of votes which may be cast thereat will be determined by reference to those Scheme Shareholders registered in the register of members of the Company (the "Register") at 6.00 p.m. on 28 August 2024 or, if the Court Meeting is adjourned, 6.00 p.m. on the date which is two Business Days before the date set for such adjourned Court Meeting. Changes to entries on the Register after that time shall be disregarded in determining the rights of any person to attend and vote at the Court Meeting.
- Please indicate how you wish to vote with a signature in either the box marked "FOR the Scheme" or the box marked "AGAINST the Scheme". If you sign both boxes, or if you do not sign in either box, then this Form of Proxy will be invalid.
- Unless otherwise instructed, the person appointed as your proxy will exercise his or her discretion as to how he or she votes as to any business other than the resolution to approve the Scheme (including amendments to the resolution and any procedural business, including any resolution to adjourn) which may come before the Court Meeting.
- In the case of joint holders of Scheme Shares, any one such joint holder may tender a vote, whether in person or by proxy, at the Court Meeting, however, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- As an alternative to appointing a proxy, any holder of Scheme Shares which is a corporate may appoint one or more corporate representatives who may exercise on its behalf all its power as a member, provided that if two or more corporate representatives purport to vote in respect of the same shares, if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way, and in other cases the power is treated as not exercised.
- Neither the death nor the incapacity of a Scheme Shareholder who has appointed a proxy, nor the revocation or termination by a Scheme Shareholder of the appointment of a proxy (or of the authority under which the appointment was made), shall invalidate the proxy or the exercise of any of the rights of the proxy thereunder, unless notice of such death, insanity, revocation or termination shall have been either (i) received by the Company at the address specified for receipt of the Forms of Proxy not less than 48 hours (excluding any day which is not a Business Day) before the commencement of the Court Meeting (or adjournment thereof) or (ii) if not received by the Company at the address specified for receipt of the Forms of Proxy by the specified time as outlined at (i), it may be handed to the Chair or a representative of Link Group any time prior to the start of the Court Meeting.
- You may not use any electronic address provided either in this Form of Proxy, in the notice of Court Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.
- Overleaf is how your address appears on the Register. If this information is incorrect, please contact the Registrar to request a change of address form on the shareholder helpline detailed at Note 8.
- Any alterations made in this Form of Proxy should be initialled by the person who signs it.
- The Court has appointed Donald Robert or, failing him, Bertrand Bodson or, failing him, Charlotta Gimnan-Horrell, to act as Chair of the Court Meeting and has directed the Chair of the Court Meeting to report the result of the meeting to the Court.

## Notes

- Full details of the Special Resolution to be proposed at the General Meeting, with explanatory notes, are set out in the Notice of General Meeting which is set out in Part 10 of the Scheme Document. Before completing this Form of Proxy, please also read the section entitled 'Action to be taken' set out in the Scheme Document. Terms defined in the Scheme Document shall apply in this Form of Proxy unless the context otherwise requires.
- The Special Resolution will be proposed as a special resolution. For the Special Resolution to pass, the requisite majority of Keywords Studios Shareholders must vote in favour of the Special Resolution.
- Shareholders are strongly encouraged to submit proxy appointments and instructions for the General Meeting as soon as possible using any of the methods (by post or electronically through CREST or Proximity) set out below. Shareholders are also strongly encouraged to appoint "the Chair of the meeting" as their proxy.**
- Only Shareholders, or their duly appointed representatives, are entitled to attend and vote at the General Meeting. To appoint as a proxy a person other than the Chair of the meeting insert their full name in the box provided. If you leave this box blank, you will be deemed to have appointed the Chair of the meeting as your proxy. A proxy need not be a member of the Company. You can also appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. The following options are available:
  - To appoint the Chair of the meeting as your sole proxy in respect of all your shares, simply fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
  - To appoint a person other than the Chair of the meeting as your sole proxy in respect of all of your shares, insert the name of your proxy in the space provided, then fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
  - To appoint more than one proxy, you may photocopy this form or contact the Company's Registrar, Link Group (the "Registrar") for further YELLOW Forms of Proxy via the shareholder helpline detailed at Note 9. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given by marking an 'X' in the box provided. If you wish to appoint the Chair of the meeting as one of your multiple proxies, simply write "the Chair of the meeting". All forms must be signed and should be returned together in the same envelope. Please ensure that all of the multiple Forms of Proxy in respect of one registered holding of shares are sent to the Registrar, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL so as to be received as soon as possible and in any event by no later than the times indicated in Note 8 for receipt of Forms of Proxy.
  - If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box entitled 'Number of shares proxy appointed over' the number of shares in the Company in relation to which they are authorised to act as your proxy. If this box is left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or, if this Form of Proxy has been issued in respect of a designated account for a member, the full voting entitlement for that designated account).
- The Form of Proxy gives your proxy/ies full rights to attend and vote. If you wish to restrict the rights of your proxy/ies, please cross out the word "vote" as you feel appropriate.
- Proxies may be lodged electronically using CREST or Proximity, or by post.
- Shares held in uncertificated form (i.e., in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID RA10) by no later than the times indicated in Note 8. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST Application Host) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- To be valid, the Form of Proxy, and any other power of attorney or other authority under which it is executed (or duly certified copy of any such power or authority), must either be (a) sent by post to the Registrar, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL; (b) lodged electronically through Proximity (for further information regarding Proximity, please visit [www.proximity.io](http://www.proximity.io)); or (c) lodged using the CREST electronic proxy appointment service in accordance with the procedures set out in the CREST Manual (which can be viewed at <http://www.euroclear.com>), in each case, so as to arrive as soon as possible and in any event no later than 10.15 a.m. (London time) on 28 August 2024 or, if the General Meeting is adjourned, 48 hours (excluding any day which is not a Business Day) before the time fixed for the adjourned General Meeting. A stamp is not required if posted in the UK or the Channel Islands. A proxy appointment made electronically will not be valid if sent to any address other than that provided. Please note that any electronic communication found to contain a computer virus will not be accepted.

- If you have any questions about the Scheme Document or the General Meeting or are in any doubt as to how to complete this Form of Proxy or to submit your proxies electronically you can email [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk) or telephone Link Group on: +44 (0) 371 664 0321. If calling from outside the UK, please ensure the country code is used. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines will be open between 9.00 a.m. to 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. Please note that Link Group cannot provide advice on the merits of the Acquisition or the Scheme or give any financial, legal, investment or tax advice.
- This Form of Proxy (i) in the case of an individual, must either be signed by the appointor or his or her attorney; and (ii) in the case of a corporation, must be either given under its common seal or be signed on its behalf by an attorney or a duly authorised officer of the corporation. Any signature on or authentication of such appointment need not be witnessed. Where an appointment of a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a copy thereof certified notarially or in some other way approved by the Directors must (failing previous registration with the Company) be submitted to the Company, failing which the appointment may be treated as invalid.
- The Form of Proxy is for use in respect of the shareholder account specified above only and should not be amended or submitted in respect of a different account.
- Completion and return of the Form of Proxy, or the appointment of a proxy electronically through CREST or Proximity, will not preclude you from attending and voting in person at the General Meeting, should you subsequently decide to do so.
- Please indicate with an 'X' in the relevant box how you wish your vote to be cast on the Special Resolution. The "Vote Withheld" option is to enable you to abstain on the Special Resolution. Such a vote is not a vote in law and will not be counted in the votes "For" and "Against" the Special Resolution. Unless otherwise instructed, the person appointed as your proxy may vote as he or she sees fit or abstain in relation to any business of the General Meeting (including any amendments to the Special Resolution, the Special Resolution itself and any procedural business, including any resolution to adjourn) which may come before the General Meeting.
- Entitlement to attend and vote (or by proxy) at the General Meeting and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company (the "Register") at 6.00 p.m. on 28 August 2024, or, if the General Meeting is adjourned, 6.00 p.m. on the date which is two Business Days before the date set for such adjourned General Meeting. Changes to entries on the Register after that time shall be disregarded in determining the rights of any person to attend and vote at the General Meeting.
- In the case of joint holders, any one holder may vote. If more than one holder is present at the General Meeting, or purports to appoint a proxy, only the vote of, or appointment made by, the senior holder will be accepted, seniority being determined by the order in which the names appear in the Register in respect of the joint holding.
- As an alternative to appointing a proxy, any holder of Scheme Shares which is a corporation may appoint one or more corporate representatives who may exercise on its behalf all its power as a member, provided that if two or more corporate representatives purport to vote in respect of the same shares, if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way, and in other cases the power is treated as not exercised.
- Neither the death nor the incapacity of a member who has appointed a proxy, nor the revocation or termination by a member of the appointment of a proxy (or of the authority under which the appointment was made), shall invalidate the proxy or the exercise of any of the rights of the proxy thereunder, unless notice of such death, insanity, revocation or termination shall have been received by the Company at the address specified for receipt of the Forms of Proxy not less than 48 hours (excluding any day which is not a Business Day) before the commencement of the General Meeting (or adjournment thereof).
- You may not use any electronic address provided either in this Form of Proxy, in the notice of General Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.
- Overleaf is how your address appears on the Register. If this information is incorrect, please contact the Registrar to request a change of address form on the shareholder helpline detailed at Note 9.
- Any alterations made in this Form of Proxy should be initialled by the person who signs it.

## SPECIAL RESOLUTION

For the purposes of the Scheme: THAT:

- for the purpose of giving effect to the scheme of arrangement dated 29 July 2024 (as amended or supplemented) (the "**Scheme**") between the Company and the holders of Scheme Shares, a print of which has been produced to this meeting and for the purposes of identification signed by the Chair of the meeting, in its original form or subject to any modification, addition or condition agreed in writing by the Company and Bidco and approved or imposed by the Court, the directors of the Company (or a duly authorised committee thereof) be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect; and (b) with effect from the passing of this resolution, the articles of association of the Company be amended by the adoption and including of the following new article 143.

### 143. SCHEME OF ARRANGEMENT

- In this Article, references to the "Scheme" are to the scheme of arrangement dated 29 July 2024 between the Company and the holders of Scheme Shares under Part 26 of the Companies Act 2006 in its original form or with or subject to any modification, addition or condition agreed by the Company and Houting UK Limited ("**Bidco**") approved or imposed by the High Court of Justice of England and Wales in accordance with its terms. Expressions defined in the Scheme shall have the same meanings in this Article 143 (save as expressly defined in these Articles).
- Notwithstanding any other provision of these Articles, if the Company issues or transfers out of treasury any Keywords Studios Shares (other than to Bidco, any subsidiary of Bidco, any parent undertaking of Bidco or any subsidiary of such parent undertaking, or any nominee(s) of Bidco (each a "**Bidco Company**")) at or after the adoption of this Article 143 and at or before the Scheme Record Time, such shares shall be issued or transferred subject to the terms of the Scheme (and shall be Scheme Shares for the purposes thereof) and the original or subsequent holders of such shares shall be bound by the Scheme accordingly.
- Subject to the Scheme becoming Effective and notwithstanding any other provisions of these Articles, if any Keywords Studios Shares are issued or transferred out of treasury or transferred pursuant to Article 143.4 to any person or his nominee (other than to a Bidco Company) (a "**New Member**") at or after the Scheme Record Time (the "**Post-Scheme Shares**") such Post-Scheme Shares shall be immediately transferred to Bidco (or to such person as it may direct in writing) (the "**Purchaser**") who shall be obliged to acquire all Post-Scheme Shares in consideration for, and conditional on, the payment by or on behalf of Bidco to the New Member of an amount in cash for each Post-Scheme Share as that New Member would have been entitled to under the Scheme for those Post-Scheme Shares had they been Scheme Shares, provided that the cash payment per share to be paid to a New Member pursuant to this Article 143.3 may be adjusted by the Directors, in such manner as the auditors of the Company may determine, on any reorganisation or material alteration to the share capital of the Company (including, without limitation, any subdivision and/or consolidation) effected after the close of business on the Effective Date. References in this Article to Keywords Studios Shares shall, following such adjustment, be construed accordingly.
- Any New Member may, prior to the issue or transfer of Post-Scheme Shares to the New Member pursuant to the exercise of an option or satisfaction of an award under one of the Keywords Studios Share Plans, give not less than two business days' written notice to the Company in such manner as the board shall prescribe of his or her intention to transfer the beneficial ownership of some or all of such Post-Scheme Shares to his or her spouse or civil partner and may, if such notice has been validly given, on or before such Post-Scheme Shares being issued or transferred to the New Member, immediately transfer to his or her spouse or civil partner beneficial ownership of any such Post-Scheme Shares, provided that such Post-Scheme Shares (including both legal and beneficial ownership thereof) will then be immediately transferred to the Purchaser pursuant to Article 143.3 above. If notice has been validly given pursuant to this Article 143.4 but the beneficial owner does not immediately transfer to his or her spouse or civil partner the beneficial ownership of the Post-Scheme Shares in respect of which notice was given, the legal and beneficial ownership will be transferred to the Purchaser pursuant to Article 143.3 above. If notice is not given pursuant to this Article 143.4, both the legal and beneficial ownership of the Post-Scheme Shares will be immediately transferred to the Purchaser pursuant to Article 143.3 above.
- To give effect to any transfer of Post-Scheme Shares required by this Article, the Company may appoint any person as attorney and/or agent for the New Member to transfer the Post-Scheme Shares to the Purchaser and do all such other things and execute and deliver all such documents or deeds as may in the opinion of the attorney or agent be necessary or desirable to vest the Post-Scheme Shares in the Purchaser and pending such vesting to exercise all such rights attaching to the Post-Scheme Shares as the Purchaser may direct. If an attorney and/or agent is so appointed, the New Member shall not thereafter (except to the extent that the attorney or agent fails to act in accordance with the directions of the Purchaser) be entitled to exercise any rights attaching to the Post-Scheme Shares unless so agreed in writing by the Purchaser. The attorney or agent shall be empowered to execute and deliver as transferee a form of transfer or other instrument or instruction of transfer on behalf of the New Member (or any subsequent holder) in favour of the Purchaser and the Company may give a good receipt for the consideration for the Post-Scheme Shares and may register the Purchaser as holder thereof and issue to it certificate(s) for the same. The Company shall not be obliged to issue a certificate to the New Member for the Post-Scheme Shares.
- The Purchaser shall settle or procure the settlement of the consideration due under Article 143.3 by either:
  - sending a cheque drawn on a UK clearing bank in favour of the New Member (or any subsequent holder) for the purchase price of such Post-Scheme Shares no later than 14 days after the issue or transfer of the Post-Scheme Shares to the Purchaser; or
  - in the event that the relevant Post-Scheme Shares or interests therein are acquired by directors and/or employees of the Group pursuant to the Keywords Studios Share Plans, such method as shall be determined by the Company (including procuring that payments are made by cheque or directly into the relevant director's or employee's bank account through payroll as soon as practicable subject to the deduction of any applicable exercise prices, income taxes and social security contributions (if any)).
- If the Scheme shall not have become effective by the applicable date referred to in (or otherwise set in accordance with) section 6(b) of the Scheme, this Article shall cease to be of any effect.
- Notwithstanding any other provision of these Articles, neither the Company nor the Directors shall register the transfer of any Scheme Shares effected between the Scheme Record Time and the Effective Date other than to the Purchaser.

PLEASE USE REPLY-PAID ENVELOPE PROVIDED

	For	Against	Vote	Withheld
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

PLEASE USE REPLY-PAID ENVELOPE PROVIDED