

Company no. 06123106

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

CODEMASTERS GROUP HOLDINGS PLC
(the "**Company**")

At a general meeting of the Company held at Codemasters Campus, Stoneythorpe, Southam, Warwickshire, CV47 2DL on 3 February 2021 at 10.15 a.m., the following resolution was duly passed as a special resolution:

SPECIAL RESOLUTION

THAT:

- (a) for the purpose of giving effect to the scheme of arrangement dated 7 January 2021 (the "**Scheme**") between the Company and the holders of the Scheme Shares (as defined in the Scheme), a print of which has been produced to this meeting and for the purposes of identification signed by the Chairman hereof, in its original form or subject to such modification, addition or condition agreed between the Company, Electronic Arts Inc. ("**EA**") and Codex Games Limited ("**Bidco**") and approved or imposed by the Court, the directors of the Company be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect;
- (b) conditional upon the Scheme becoming effective, the cancellation of the admission of the ordinary shares of £0.01 each in the capital of the Company to trading on AIM, the market of that name operated by London Stock Exchange plc, be approved;
- (c) conditional upon the Scheme becoming effective and subject to such cancellation, pursuant to section 97 of the Companies Act 2006, the Company be re-registered as a private limited company with the name 'Codemasters Group Holdings Limited' with effect from the date approved by the Registrar of Companies; and
- (d) for the purpose of giving effect to the Scheme, with effect from the passing of this resolution, the articles of association of the Company be amended by the adoption and inclusion of the following new article 166 after article 165:

"166 SCHEME OF ARRANGEMENT

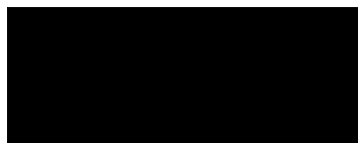
166.1 In this Article, references to the "**Scheme**" are to the scheme of arrangement dated 7 January 2021 between the Company and the holders of Scheme Shares under Part 26 of the Companies Act in its original form or with or subject to any modification, addition or condition agreed by the Company, Electronic Arts Inc. ("**EA**") and Codex Games Limited ("**Bidco**") (which expression includes any other name which either EA or Bidco may adopt from time to time) and which the Court may approve or impose and (save as defined in this Article) expressions defined in the Scheme shall have the same meanings in this Article.

166.2 Notwithstanding any other provision of these Articles, if the Company issues any ordinary shares to any person (other than to EA, to any subsidiary

undertaking or associated undertaking of EA (each being a "**member of the EA Group**"), Bidco, its nominee(s) or any member of the EA Group) on or after the adoption of this Article 166 and on or prior to the Scheme Record Time, such shares shall be subject to the Scheme (and shall be Scheme Shares for the purposes thereof) and the original or any subsequent holders of such shares shall be bound by the Scheme accordingly.

- 166.3 Subject to the Scheme becoming Effective and notwithstanding any other provision of these Articles, if any ordinary shares are issued by the Company to any person after the Scheme Record Time other than to EA, Bidco, its nominee(s) or any member of the EA Group (the "**New Member**"), such New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder), provided the Scheme has become Effective, will be obliged to immediately transfer all the ordinary shares in the Company held by the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) (the "**Disposal Shares**") to EA, Bidco (or its nominee(s) (as it may direct) (the "**Purchaser**") who shall be obliged to acquire all of the Disposal Shares. The consideration payable by the Purchaser shall be the consideration that would have been payable for Scheme Shares under the Scheme (as it may be amended or modified in accordance with its terms) if each Disposal Share were a Scheme Share.
- 166.4 On any reorganisation of, or material alteration to, the share capital of the Company (including, without limitation, any subdivision and/or consolidation), the value of the consideration per Disposal Share to be paid under Article 166.3 shall be adjusted by the Directors in such manner as an independent investment bank selected by the Company may determine to be fair and reasonable to the New Member to reflect such reorganisation or alteration. References in this Article to ordinary shares in the Company shall, following such adjustment, be construed accordingly.
- 166.5 To give effect to any transfer required by this Article 166, the Company may appoint any person as attorney or agent for the New Member to execute and deliver as transferor a form of transfer or other instrument or instruction of transfer on behalf of the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) in favour of the Purchaser and do all such other things and execute and deliver all such documents as may in the opinion of the attorney or agent be necessary or desirable to vest the Disposal Shares in the Purchaser and pending such vesting to exercise all such rights to the Disposal Shares as the Purchaser may direct. If an attorney or agent is so appointed, the New Member shall not thereafter (except to the extent that the agent fails to act in accordance with the directions of the Purchaser) be entitled to exercise any rights attaching to the Disposal Shares unless so agreed by the Purchaser. The Company may give good receipt for the purchase price of the Disposal Shares and may register the Purchaser as holder thereof and issue to it certificates for the same. The Company shall not be obliged to issue a certificate to the New Member for any Disposal Shares. Notwithstanding any other provision of these Articles, neither the Company nor the directors of the Company shall register the transfer of any Scheme Shares effected between the Scheme Record Time and the Effective Date other than to EA or Bidco pursuant to the Scheme."

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Director