

Company number: 00630968

LIVE COMPANY GROUP PLC
(the Company)
RESOLUTIONS
(passed on 29 January 2021)

At the General Meeting of the Company duly convened and held on 29 January 2021 the following resolutions were passed as ordinary or special resolutions of the Company (as indicated):

ORDINARY RESOLUTIONS

1. *Directors' authority to allot shares*

That, in substitution for any existing authorities (but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to existing authorities), the Directors be and are hereby generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 (the "Act") to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, Ordinary shares in the Company (including without limitation the issue of any warrants under the Warrant Instruments of the Company dated 25 June 2020 and 29 January 2021 for the subscription Ordinary shares in the Company) up to an aggregate nominal amount of £540,692 (representing approximately 50 per cent of the Company's issued share capital), provided that this authority shall (unless removed, varied or revoked by the Company) apply until the earlier of the date falling 15 months after the date of the passing of this resolution or the conclusion of the next Annual General Meeting of the Company, save that the Company may, before such expiry, make an offer or enter into an agreement which would or might require relevant securities to be allotted after its expiry and the Directors may allot relevant securities pursuant to such an offer or agreement as if the authority hereby conferred had not expired.

SPECIAL RESOLUTIONS

2. Disapplication of statutory pre-emption rights

That, in substitution for any existing authorities (but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to existing authorities), and subject to and conditional upon the passing of Resolution 10, the Directors be empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash under the authorities conferred by resolution 10 as if section 561 of the Act did not apply to any such allotment, provided that such authority shall:

- (a) be limited to the allotment of Ordinary shares up to an aggregate nominal amount of £270,346 (representing approximately 25 per cent. of the Company's issued share capital); and
- (b) apply (unless removed, varied or revoked by the Company) until the earlier of the date falling 15 months after the date of the passing of this resolution or the conclusion of the next Annual General Meeting of the Company, save that the Company may, before such expiry, make an offer or enter into an agreement, which would, or might, require equity securities to be allotted after the authority expires and the Directors may allot equity securities pursuant to such offer or agreement as if the authority hereby conferred had not expired.

3. That, in addition to the authority granted in Special Resolution 2, and subject to and conditional upon the passing of Resolution 1, the Directors be empowered to allot equity securities upto an aggregate nominal amount of £128,100 upon the exercise of the Warrants to be issued pursuant to the placing announced on 3 December 2020 on a non pre-emptive basis. Such securities being issued for a cash consideration of 10p per share.

4. That, in addition to the authority granted in Special Resolutions 2 and 3, and subject to and conditional upon the passing of Resolution 1, the Directors be empowered to allot equity securities up to an aggregate nominal amount of £40,075 upon the exercise of the Warrants issued pursuant to the placing announced on 26 June 2020 on a non pre-emptive basis. Following the variation and repricing as announced on 3 December 2020 such securities shall be issued for a cash consideration of 10p per share.



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Chair

Date: 29 January 2021