

Company number: 00630968

LIVE COMPANY GROUP PLC
(the Company)

RESOLUTIONS
(passed on 21 May 2021)

At the General Meeting of the Company duly convened and held on 21 May 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 29 April 2021 for the subscription Ordinary shares in the Company) up to an aggregate nominal amount of £760,859 (representing approximately 69 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.

2. *Start Art Global. Ltd Subscription Agreement*

That the subscription for 16.3 per cent of the issued share capital of START Art Global Ltd for £1,000,000 being classified as a Related Party Transaction pursuant to Rule 13 of the AIM Rules, is hereby approved and that the Independent Director be hereby authorised to (i) take all such steps as he, in his absolute discretion, consider necessary or desirable, to effect the same; (ii) agree such variations and amendments to the Subscription Agreement as he may, in his absolute discretion, consider necessary or desirable, provided that such variations or amendments are not material; and (iii) do all things which he, in his absolute discretion, consider to be necessary or desirable to implement and give effect to, or otherwise in connection with, the Related Party Transaction and any matter incidental to the Related Party Transaction.

SPECIAL RESOLUTIONS

3. *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 1, 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 1 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 £550,009 (representing approximately 50 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.
4. That, in addition to the authority granted in Special Resolution 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 £15,000 upon the exercise of the Warrants to be issued pursuant to the announcement on 4 May 2021 on a non pre-emptive basis. Such securities being issued for a cash consideration of 5p per share.
5. That, in addition to the authority granted in Special Resolutions 3 and 4, 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 £395,384 upon the exercise of the Warrants issued pursuant to the placing and subscription announced on 11 February 2019 on a non pre-emptive basis. Following the variation and repricing as announced 26 June 2020 such securities shall be issued for a cash consideration of 15p per share.



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Bryan Lawrie
Director

Date: 21 May 2021