

Company number: 00630968

LIVE COMPANY GROUP PLC
(the Company)

RESOLUTIONS
(Passed on 19 May 2022)

At the General Meeting of the Company duly convened and held on 19 May 2022 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) up to an aggregate nominal amount of £460,000 (representing approximately 25 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 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 £230,000 (representing approximately 12.5 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 up to an aggregate nominal amount of £290,239.42 upon the exercise of the current outstanding Warrants, being:

- (a) 588,941 Warrants at an exercise price of 38.79p,
- (b) 16,885,000 Warrants at an exercise price of 10p,
- (c) 11,550,001 Warrants at an exercise price of 5p;

on a non pre-emptive basis. Such authority replacing the existing authorities granted on 29 January 2021 and 21 May 2021 in relation to the exercise of Warrants.



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Bryan Lawrie
Chairman

Date: 19 May 2022