

Company Number: 06772474

FRIDAY



THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF THE SHAREHOLDERS OF MET MEDIA LTD (the "Company")

(passed on 18 April 2018)

Pursuant to a notice of the Company duly circulated on 18 April 2018 the following resolutions were duly passed on the above date by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006:

ORDINARY RESOLUTION

1. That the directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company, up to a maximum aggregate nominal amount of £15,767.94, provided that:
 - (a) the authority granted under this resolution shall expire five years after the passing of this resolution; and
 - (b) the Company may, before such expiry under paragraph (a) above of this resolution, make an offer or agreement which would require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.


This authority is in addition to all subsisting authorities.

SPECIAL RESOLUTIONS

2. That the terms of, transactions contemplated by, and entry by the Company into a loan agreement (the "**Loan Agreement**") with Arts Alliance Limited ("**Lender**") to obtain a revolving credit facility for a maximum principal amount of £1,000,000 on the terms and conditions set out in the Loan Agreement (the "**Facility**") be and is hereby approved together with such amendments, variations and modifications thereto as any director of the Company may approve from time to time.
3. That the terms of, transactions contemplated by, and entry by the Company into a warrant instrument (the "**Warrant Instruments**") relating to the issue of warrants entitling the holders to subscribe for ordinary shares of the Company be and are hereby approved together with such amendments, variations and modifications thereto as any director of the Company may approve from time to time.
4. The directors of the Company be authorised to cause the execution and delivery of the Loan Agreement and the Warrant Instrument (the "**Documents**") with such amendments as they may approve at their discretion.
5. That notwithstanding any provisions of the Company's articles of association and any personal interest of any of the Company's directors, any one of the directors of the Company, and in the case of any document to be executed as a deed, any two

authorised signatories (as defined in section 44(3) of the Companies Act 2006) or any one director in the presence of a witness who attests their signature, be and are hereby empowered, authorised and directed to complete, enter into, execute, deliver and perform the obligations set out in the Documents (in such manner and subject to such amendments, variations and modifications as the Company's directors, in their absolute discretion, think fit (such opinion being evidenced by the execution of such document)).

6. That the execution, delivery and performance of the Documents, with such amendments, variations and modifications as any director of the Company may approve in his absolute discretion, will be for the benefit of the Company for the purpose of carrying on its business and will be most likely to promote the success of the Company for the benefit of its members as a whole.


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Company Secretary