

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

SCREENREACH INTERACTIVE LIMITED (the "Company")

Company No. 07007633

Passed on 18 September 2019

The following resolutions were duly passed as ordinary and special resolutions on 18 September 2019 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

SPECIAL RESOLUTION

- 1 **THAT** the terms of a secured convertible loan agreement between the Company, Alistair Arkley, Stephen Mark l'Anson, David Liddell, Brian Lowe, Stephen Nicholson, John Bell, Colin Glass and Colin Willis (the "Agreement") (a copy of which has been circulated with these Resolutions) be and is hereby approved and the directors of the Company be authorised to enter into such Agreement on behalf of the Company.

ORDINARY RESOLUTION

- 2 **THAT**, in accordance with section 551 of the Companies Act 2006 ("CA 2006"), the directors of the Company be generally and unconditionally authorised in connection with the issue of any equity shares under the terms of the Agreement, to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £1,032 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling 5 years from the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities other than the authority referred to in Article 2.8.4 of the articles of association of the Company adopted by way of special resolution on 26 July 2016 ("Articles") which shall remain in full force and effect.

SPECIAL RESOLUTION

- 3 **THAT** all pre-emption rights (howsoever the pre-emption right may have arisen) in respect of the issue of any shares in the capital of the Company pursuant to the Agreement and the authority provided by Resolution 2 be and are hereby irrevocably and unconditionally waived whether for the purpose of the CA 2006 or pursuant to Article 2.1 of the Articles or otherwise.

Signed [Signature]

Director

TUESDAY



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COMPANIES HOUSE