

Company number 07596817

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

NEWSFLARE LIMITED
(Company)

9 December
~~15 November~~ 2021 (**Circulation Date**)

Under Chapter 2 of Part 13 of the Companies Act 2006 (**CA 2006**), the directors of the Company (**Directors**) propose that the following resolutions 1 and 4 are passed as special resolutions and the following resolutions 2 and 3 as ordinary resolutions (together the **Resolutions**).

SPECIAL RESOLUTION

1. ADOPTION OF THE NEW ARTICLES OF ASSOCIATION

THAT the proposed new articles of association of the Company attached to this resolution (**New Articles**) be adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

ORDINARY RESOLUTIONS

2. INVESTMENT AGREEMENT

THAT, the entry by the Company into an investment agreement between (1) the Foresight Investors, (2) the Executives, (3) the Other Shareholders, (4) the Edge Investors and (5) the Company (in each case as such terms are defined therein) be and hereby is approved for all purposes (including the purposes of section 190 of the CA 2006).

3. AUTHORITY TO ALLOT

THAT, in accordance with section 551 of the CA 2006, the Directors be generally and unconditionally authorised 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 £16,757.99 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the

Circulation Date 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.

SPECIAL RESOLUTION

4. DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, subject to the passing of resolution 3, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 3, as if article 5 of the New Articles did not apply to any such allotment or any other provision of pre-emption under CA 2006 or otherwise be disappplied, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £16,757.99 and expire on the fifth anniversary of the Circulation Date (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

Jonathan Bruce Cornwell

Signature:

DocuSigned by:
JONATHAN BRUCE CORNWELL
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14 December 2021
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Date:

Bevan David Tahu Thomas

Signature:

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Date:

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Derek Jones

Signature:

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Date:

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Nicholas MacAvoy

Signature:

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Date:

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David Newns

Signature:

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Date:

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Chris Lord

Signature:

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Date:

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Jonathan Bruce Cornwell

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Date:

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Bevan David Tahu Thomas

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Bevan David Tahu Thomas
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13 December 2021
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Derek Jones

Signature:

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Derek Jones
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10 December 2021
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Nicholas MacAvoy

Signature:

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Nicholas MacAvoy
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10 December 2021
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David News

Signature:

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Chris Lord

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Jonathan Bruce Cornwell

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Bevan David Tahu Thomas

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Nicholas MacAvoy

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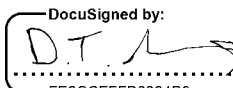
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David Newns

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09 December 2021

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Chris Lord

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Jonathan Bruce Cornwell

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Bevan David Tahu Thomas

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Nicholas MacAvoy

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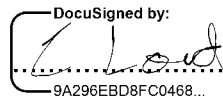
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Chris Lord

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09 December 2021
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Matthew Cooksley

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09 December 2021

Priyesh Patel

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09 December 2021

Mike Kirkham

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11 December 2021

Patrick Houston

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09 December 2021

Serge Alexander Cartwright

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Edward Leigh

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Matthew Cooksley

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Priyesh Patel

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Mike Kirkham

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Patrick Houston

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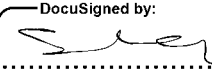
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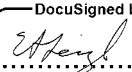
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Edward Leigh

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Martin Gowing

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David Mannion

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James Murray

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James Oldham

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Michael John Brunner

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Christopher Glenn Waller

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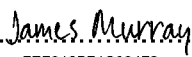
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James Murray

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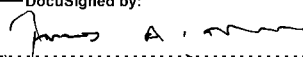
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James Oldham

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Michael John Brunner

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James Edward Barrington-Brown

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James Barrington-Brown.....
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Pat Tilley

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Peter Henderson

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Claire Bullus

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James Carrick Courtney

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Stephen Jones

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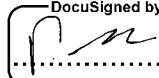
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James Carrick Courtney

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08 December 2021

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Stephen Jones

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Stephen Jones
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09 December 2021

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Edge Creative Enterprise Fund LP

Signature:

Name:

Date:

Edge Performance VCT Public Limited Company

Signature:

Name:

Date: