

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
POQ STUDIO LTD.
(the "Company")

The directors of the Company confirm that in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the following resolutions were circulated on 16 June 2022 to all of the Company's shareholders entitled to attend and vote at a general meeting of the Company. It is confirmed that the following resolutions were passed by shareholders, as special resolutions, on 16 June 2022:

SPECIAL RESOLUTIONS

1.	That in accordance with Article 12.4 of the articles of association of the Company (the " Articles "), the pre-emption rights contained in Articles 12.4 to 12.6 of the Articles or otherwise shall not apply to the bonus issue of shares, to be issued by the Company in the proportions set out in resolution 3.
2.	That any rights of anti-dilution rights contained in the Article 10 of the Articles or otherwise which may be held by a shareholder be waived and disapplied in respect of the issue of the Bonus Shares (as defined in resolution 3), made by the Company pursuant to the authority conferred upon them pursuant to resolution 1 above.
3.	<p>The issue of ordinary shares of £0.0001 each in the capital of the Company by way of a bonus issue ("Bonus Shares") shall be issued on the basis of the following proportions:</p> <p>(i) four Bonus Shares for every series A share held;</p> <p>(ii) seven Bonus Shares for every series B1 share held;</p> <p>(iii) seven Bonus Shares for every series B2 share held;</p> <p>(iv) forty Bonus Shares for every series B3 share held; and</p> <p>(v) five Bonus Share for every series B5 shares held,</p> <p>such Bonus Shares to be paid up out of the Company's reserves.</p>

4.	That, subject to the Bonus Shares issue in resolution 3 above, all of the ordinary shares, series A shares, series B1 shares, series B2 shares, series B3 shares and series B5 shares (other than the 143,639,745 series B5 shares issued in connection with the conversion of certain loans made to the Company pursuant to (i) the convertible loan agreement dated 15 October 2020 between the Company and, inter alia, UK FF Nominees Limited and (ii) the convertible loan agreements dated 15 October between the Company and each of Proven Growth & Income VCT PLC and Proven VCT PLC) of £0.0001 each in issue in the capital of the Company be re-designated as A ordinary shares of £0.0001 each in the capital of the Company.
----	--

Certified correct by:

.....*Euan Menzies*.....

Director

POQ Studio Ltd.