

The Companies Act 2006 ("the Act")

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS of VIDEOLOFT LIMITED ("the Company")

Circulation date: 12th December 2022

Under Part 13, Chapter 2 of the Act, the undersigned being the eligible members (as defined in section 289 of the Act) hereby approve the following written resolutions as an Ordinary Resolution and two Special Resolutions of the Company (the "**Resolutions**") and agree that the said Resolutions shall for all purposes be valid and effective as if the same had been passed as a general meeting of the Company duly convened and held.

1. AUTHORITY TO ALLOT (Ordinary Resolution)

THAT, pursuant to a capitalisation of loans made by three directors (hereby approved) and the extension of the Company's share option pool the directors of the Company under section 551 of the Act be generally and unconditionally authorised to allot Ordinary Shares or grant rights to subscribe for or to convert any security or option into such shares ("**Rights**") so that the entire fully diluted share capital of the Company will not exceed the maximum nominal amount of £1,100, 000 (which will allow for issuing up to 87,350 new Ordinary Shares and granting Rights over up to 68,934 options over Ordinary Shares) provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years from the passing of this resolution. This authority revokes and replaces all unexercised authorities previously granted but without prejudice to any allotment of shares already made or Rights already offered or agreed to be made pursuant to such authorities.

2. DISAPPLICATION OF PRE- EMPTION RIGHTS (Special Resolution)

THAT, in accordance with section 570 of the Act the Directors be generally empowered to allot Preference Shares or Ordinary Shares or grant Rights in the form of options over equity securities (as defined in section 560 of the Act) pursuant to the authority conferred above as if section 561(1) of the Act did not apply to any such allotment or grant of Rights, provided that this power shall:

- a. be limited to the allotment of or grant of Rights over such number of equity securities so that the entire issued share capital of the Company does not exceed £1,100,000 and
- b. continue for five years from the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on that date).

Company Number: 08121657

3. ADOPTION OF NEW ARTICLES (Special Resolution)

THAT with immediate effect the draft articles of association attached to this resolution be adopted as the articles of association of the in substitution for, and to the exclusion of, the Company's existing articles of association.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolutions. The undersigned, being persons entitled to vote on the above Resolutions hereby irrevocably agree to them (and the date of these Resolutions shall be the date upon which a sufficient number of shareholders pass them in accordance with the Act).

Signed

Philip Coombs

Michael John Edge

Michael David Fischer

Patrick Fischer

Diana Fischer - Schickler

Daniel Ian Germain

Jan Steven Matthews

Stuart Glenn Matthews

Timothy Robert Pearson

Joanna Santander

John Stephen Schilizzi

James Lee West

Nathan Ryan West

Tom Dean

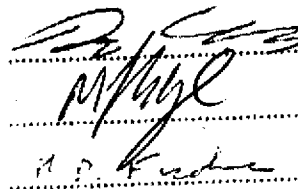
Nikhilesh Haval

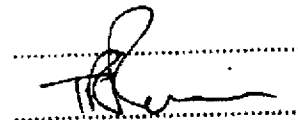
Cheryl Thornton

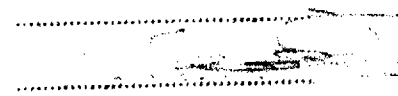
James Hall

Adele West

Alan Capel







Company Number: 08121657

Alexandra Bortkiewicz	.....
Caroline Lynagh	.....
Kaldip Chohan	.....
Surjit Chohan	.....
Louise Jordan Schilizzi	.....
Srinivas Paladugu	.....
Richard Taylor	.....
Elizabeth Anne Taylor	.....
Helen Hicks	.....
Rachel Wakefield	.....
Prasanna Sundararajan	.....
Adam Rostrom	.....
Dave Gregory	.....
Endre Borcsok	.....
Hannah Attack	.....
Graham Hicks	.....
Nick Hollingshead	.....
Suresh Kumar M	.....

NOTES

1. If you agree to the Written Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:

By hand or post: delivering the signed copy to JP IRVINE, JPP Law LLP, Suite 112 Former Express Dairy, Riversend Road, Hemel Hempstead, Herts, HP3 9AJ.

Email: by attaching a scanned copy of the signed document to an email and sending it to JPP Law LLP: jp.irvine@jpplaw.co.uk Please type "Written resolutions for Videoloft Limited" in the email subject box.

By electronic signature: completing the electronic signature process on the platform through which you receive the Written Resolution for signing.

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If you do not agree to all of the resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.

3. Unless within 28 days of the circulation date of the above Written Resolutions, sufficient agreement is received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.