

Filing Copy

Company number: 08265501

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

-of-

RESPOKE LIMITED (the "Company")

On 4th May 2021 the following resolution was passed by the Company in accordance with chapter 2 of part 13 of the Companies Act 2006 (the "Act") as ordinary resolutions or a special resolution (as indicated).

ORDINARY RESOLUTIONS

1. THAT, the Directors be and are hereby generally and unconditionally authorised, for the purposes of section 551 of the Act and in addition to any existing authority conferred on them, to exercise all the powers of the Company to allot shares in the Company and/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 £200.00 in accordance with a loan note instrument dated on or around the Circulation Date and any consequential issue of shares as a result of the conversion of that amount provided that:
 - (i) unless renewed, varied or revoked by the Company, the authority granted under this Resolution shall expire five years after the passing of this Resolution; and
 - (ii) 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 and/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.

2. THAT, subject to the passing of Resolution 3, the terms of the loan note instrument referred to in Resolution 1 above, pursuant to which the Company may be required to purchase its own shares for an aggregate consideration of £1.00 (the "Buyback Contract") be approved and the Company be authorised to enter into the Buyback Contract.

SPECIAL RESOLUTION

3. THAT, any and all rights of pre-emption to which the current shareholders of the Company may be entitled and any and all other restrictions attaching to the transfer of shares in the Company as required by the Buyback Contract (and including but not limited to under article 10 of the Company's current articles of association) be and hereby

are irrevocably waived and disapplied in relation to the proposed transfer of shares pursuant to the Buyback Contract.

Certified as correct by:

Adam Woodhouse

.....

Director of Respoke Limited