

Company number: 08905651

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

DICE FM LTD (the "Company")



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions were passed as an ordinary resolution and as special resolutions (as indicated) on 11 July 2023.

ORDINARY RESOLUTION

1. That the directors of the Company be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares, or to grant rights to subscribe for or to convert any security into shares, in the capital of the Company following the exercise of a warrant instrument (the "**Warrant**") issued by the Company on or after the date these Resolutions are approved as are equivalent to a maximum aggregate nominal amount of \$9.24 provided that:
 - 1.1. the authority granted under this resolution shall expire five years after the passing of this resolution; and
 - 1.2. 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 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 to the extent unused without retrospective effect.

SPECIAL RESOLUTIONS

2. That all and any rights of pre-emption whether under the Company's existing articles of association, the Companies Act 2006 or otherwise be and are hereby waived in respect of the issue and allotment by the Company of such number of shares in the Company as are equivalent to a maximum aggregate nominal amount of \$9.24 following the conversion of the Warrant.
3. That the name of the Company be changed to DICE FM Holdings Ltd, which shall be effective after the occurrence of the Closing Date (as defined in the Structural Capital loan agreement) (or such later date as determined by any director of the Company as necessary to complete any required filings after the Closing Date to consummate the transactions contemplated in the Structural Capital loan agreement).

4. That, the articles of association contained in the document attached to these written resolutions be approved and adopted as the new articles of association of the Company (the "**New Articles**") in substitution for and to the entire exclusion of the existing articles of association.

Phillip Hutcheon

Signed by Phillip Hutcheon, a director
for and on behalf of **DICE FM LTD**