

Company number: 08905651

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**OF**  
**DICE FM LTD ("Company")**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions were passed as an ordinary resolution and as a special resolution (as indicated) on 18 November 2022.

**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 in the Company following the conversion of certain convertible loan notes issued by the Company as are equivalent to a maximum aggregate nominal amount of \$148.00 provided that:
  - (a) the authority granted under this resolution shall expire five years after the passing of this resolution; and
  - (b) 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 RESOLUTION**

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 \$148.00 following the conversion of certain convertible loan notes issued by the Company.

*Phillip Hutcheon*

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

