

Company no. 09491644

The Companies Act 2006
Private company limited by shares
Written resolution
of
Red Lion PR Limited

THURSDAY



11 December 2019 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of Red Lion PR Limited (the "Company") propose that:

- resolutions 1 and 2 are passed as ordinary resolutions (the "Ordinary Resolutions");
- resolutions 3 and 4 are passed as special resolutions (the "Special Resolutions"); and
- resolution 4 is passed as a class consent of the holders of the ordinary shares of £1.00 each in the capital of the Company (the "Class Consent"),

the Ordinary Resolutions, the Special Resolutions and the Class Consent together the "Resolutions".

Ordinary Resolutions:

1. That, with immediate effect, the share capital of the Company be sub-divided so that each of the 1 issued ordinary share of £1.00 each in the capital of the Company be and it is hereby sub-divided into 10,000 ordinary shares of £0.0001 each, being subject to the rights and restrictions set out in the articles of association for the time being.
2. That, in the directors of the Company be and they are unconditionally authorised pursuant to Section 551, Companies Act 2006 (the "Act") to exercise all powers of the Company to allot, or to grant any right to subscribe for or to convert any security into, shares in the Company up to an aggregate nominal amount of £0.1112 in A Ordinary Shares of £0.0001 each, comprising 1,112 A Ordinary Shares, such shares having the rights set out in the articles of association of the Company. This authority shall expire on the date 5 years after the passing of this resolution unless previously revoked, varied or extended save that the directors may, notwithstanding such expiry, allot any shares or grant any right to subscribe for, or to convert any security into, shares in pursuance of an offer or agreement to do so made by the Company before this authority expires.

Special Resolutions:

3. That the directors of the Company be and they are empowered for the purposes of Section 570, the Act to allot equity securities (as defined by Section 560 of the Act) pursuant to the authority conferred by resolution 1 above as if Section 561 of the Act and article 8.2 of the articles of association of the Company and any other right of pre-emption howsoever arising did not apply to any such allotment.
4. That the draft articles of association attached to this resolution be and they are adopted by the Company in substitution for, and to the exclusion of, its existing articles of association.

Class Consent:

5. **That the draft articles of association attached to this resolution be and they are adopted by the Company in substitution for, and to the exclusion of, its existing articles of association.**

Important:

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 Resolutions on the Circulation Date (see Notes 4 and 5), hereby irrevocably agree to the Resolutions.

Signed: _____

For and on behalf of **Hope & Glory Communications LLP**

Notes

1. If you agree to the 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 methods:
 - By hand (by delivering the signed copy to the Company).
 - By email (by returning the signed copy to any Company director).
2. The Resolutions will lapse if sufficient votes in favour have not been received by the end of the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one). Unless you do not wish to vote on the Resolutions, please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against the Resolutions.
3. Once you have signified your agreement to the Resolutions such agreement cannot be revoked.
4. In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s).
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.