



Companies Act 2006
WRITTEN RESOLUTIONS
OF
SYNDICATE ROOM GROUP LTD (the "Company")

Company Number: 10124624

Circulation Date: 07 December 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the Company's directors propose that resolution 1 below be passed as an ordinary resolution and resolution 2 below be passed as a special resolution (together, the "Resolutions").

ORDINARY RESOLUTION

1. **THAT**, in accordance with section 551 of the Act, the Company's directors be generally and unconditionally authorised to allot, or grant rights to subscribe for, up to 1,174,242 ordinary shares of £0.10 each in the capital of the Company in accordance with the terms of a convertible loan agreement to be entered into by the Company, provided that this authority shall, unless renewed, varied or revoked by the Company expire 5 years after the Circulation Date save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Company's directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

SPECIAL RESOLUTION

2. **THAT**, in accordance with article 9.3 of the Company's articles of association ("Articles"), the Company's directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by Resolution 1 as if article 9 of the Articles did not apply to any such allotment.

Signed:

Graham Schwikkard

Director

