

**COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**of**

**ESCAPE HUNT PLC**

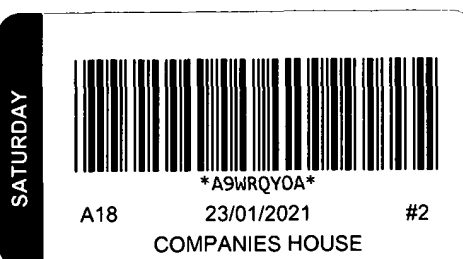
**("Company")**

At the Annual General Meeting of the Company, duly convened on 24 September 2020, the following resolutions were duly passed.

**RESOLUTIONS**

**Ordinary Resolutions**

1. To receive and adopt the accounts for the year ended 31 December 2019, together with the Reports of the Directors and of the Auditors thereon.
2. To appoint Crowe U.K. LLP as auditors to the Company, to hold office until the end of the next general meeting at which accounts are laid before the Company.
3. To authorise the Directors to determine the remuneration of the auditors of the Company.
4. To re-elect Karen Bach as a Director.
5. To re-elect Richard Harpham as a Director.
6. To re-elect Richard Rose as a Director.
7. To re-elect Graham Bird as a Director.
8. (i) THAT, subject to and in accordance with Article 7 of the Articles of Association of the Company, the board be and it is hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (in substitution for any existing authority to allot shares) to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £334,871.01 provided that such authority shall expire at the end of the next annual general meeting of the Company after the passing of this resolution (or, if earlier, at the close of business on 24 December 2021), save that the Company may, before such expiry, make an offer or agreement which would or might require such shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry, and the board may allot shares and grant rights to subscribe or convert securities into shares in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired, and further,  
  
(ii) THAT, the board be and it is hereby generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (within the meaning of section 560 of the said Act) in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them up to an aggregate nominal amount of £334,871.01 provided that this authority shall expire at the end of the next annual general meeting of the Company after the passing of this resolution (or, if earlier at the close of business on 24 December 2021), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the board may allot equity



securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

### **Special Resolutions**

9. THAT, if resolution 8 as set out in the notice of this meeting is passed and in accordance with Article 7 of the Articles of Association of the Company, the board be authorised pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of said Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561(1) of the said Act did not apply to any such allotment or sale, such authority to be:

- (i) in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory; and
- (ii) otherwise than under paragraph (i) above, up to a nominal amount of £50,230.65,

such authority to expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 24 December 2021) but in each case, prior to its expiry, the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) under any such offer or agreement as if the authority had not expired.

10. THAT, if resolution 9 as set out in the notice of this meeting is passed and in accordance with Article 7 of the Articles of Association of the Company, the board be authorised pursuant to section 570 of the Companies Act 2006 in addition to any authority granted under resolution 9 as set out in the notice of this meeting to allot equity securities (as defined in section 560 of said Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561(1) of the said Act did not apply to any such allotment or sale, such authority to be:

- (i) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £50,230.65; and
- (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the board of the Company determines to be an acquisition or another capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 24 December 2021) but in each case, prior to its expiry, the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) under any such offer or agreement as if the authority had not expired.

11. THAT the Company be generally and unconditionally authorised, pursuant to section 701 of the Companies Act 2006, to make market purchases (as defined in section 693(4) of the Companies Act 2006) of up to 8,036,904 Ordinary Shares of 1.25p each in the capital of the Company (being approximately 10 per cent of the current issued ordinary share capital of the Company) on such terms and in such manner as the Directors of the Company may from time to time determine, provided that:

- (i) the amount paid for each share (exclusive of expenses) shall not be more than the higher of (1) five per cent above the average of the middle market quotation for the five business

days before the date on which the contract for the purchase is made, and (2) an amount equal to the higher of the price of the last independent trade and highest current independent bid as derived from the trading venue where the purchase was carried out or less than 1.25p per share; and

- (ii) the authority herein contained shall expire at the end of the annual general meeting of the Company to be held in 2021 or on 24 December 2021, whichever is earlier, provided that the Company may, before such expiry, make a contract to purchase its own shares which would or might be executed wholly or partly after such expiry, and the Company may make a purchase of its own shares in pursuance of such contract as if the authority hereby conferred had not expired.

#### **Ordinary Resolution**

- 12. THAT the Company be authorised to make donations to political parties, to independent election candidates and to political organisations and to incur political expenditure (in each case as defined in Part 14 of the Companies Act 2006) not exceeding £20,000 in total during the period of one year beginning with the date of the 2020 annual general meeting.

#### **Special Resolution**

- 13. THAT a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.

Signed:



Director

Date: 18 January 2021