

Company Number: 10393204

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

FRIDAY



WRITTEN RESOLUTIONS
of
OUR STAR CLUB LIMITED (the "Company")

Circulation Date: 28 March 2018

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**") we, being the eligible members of the Company (as defined in section 289 of the Act), irrevocably agree that the following resolution is passed as a special resolution (the "**Resolution**"):

SPECIAL RESOLUTION

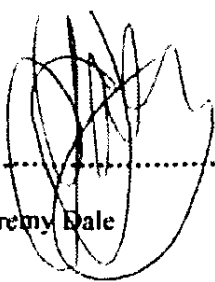
1. **THAT** article 54 of the articles of association of the Company is hereby deleted and replaced with the following:

In accordance with section 569 of the Companies Act 2006 (CA 2006), the directors of the Company are generally empowered to allot equity securities (as defined by section 560 of the CA 2006) as if section 561 of the CA 2006 did not apply to any such allotment, to the extent that such allotment is made pursuant to the terms of the Warrant Deed entered into by the Company on around March 2018 (or the issue of shares pursuant to the exercise of any of the warrants issued under that deed), provided that this power shall:

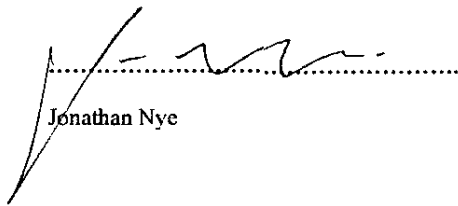
(a) be limited to the allotment of equity securities up to an aggregate nominal amount of £500; and

(b) expire on 26 March 2023 (unless renewed, varied or revoked by the Company prior to or on that date) save that the directors may, before this power expires, make offers or agreements which would or might require equity securities to be allotted after its expiry and the directors may allot equity securities pursuant to such offers or agreements as if this power had not expired.

Please read the Guidance Notes set out below before signing or taking any action on this resolution.



Jeremy Dale



Jonathan Nye

Nicola Howson

Nicola Howson

Guidance Notes

1. You may either:
 - (a) agree to all of the above Resolutions; or
 - (b) decline to agree to any of the above Resolutions.

You may not agree to some of the Resolutions but not the other.
2. If you agree with 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:
 - (a) **By Hand:** delivering the signed copy for the attention of Jeremy Dale at Our Star Club Limited, The Broadgate Tower, Third Floor, 20 Primrose Street, London EC2A 2RS;
 - (b) **Post:** returning the signed copy by post for the attention of Jeremy Dale at Our Star Club Limited, The Broadgate Tower, Third Floor, 20 Primrose Street, London EC2A 2RS; or
 - (c) **E-mail:** by attaching a scanned copy of the signed document to an e mail and sending it to JD@ourstarclub.com. Please enter "Written resolution" in the e-mail subject box.
3. If you do not agree to the Resolutions, you do not need to do anything - you will not be deemed to agree if you fail to reply.
4. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
5. If sufficient agreement has not been received 28 days after the date of circulation, these Resolutions will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
6. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
7. 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.