

Company Number: 10589323

PUBLIC LIMITED COMPANY
ORDINARY AND SPECIAL RESOLUTIONS
of
WORLD CHESS PLC
(the "Company")

WEDNESDAY



ABIDJL2I
A10 07/12/2022 #150
COMPANIES HOUSE

PASSED ON 30 SEPTEMBER 2022

At a general meeting of the Company duly convened and held at 80 Cheapside, London EC2V 6EE on 30 September 2022 at 12:00 noon, the following resolutions were duly passed as ordinary and special resolutions, as indicated.

ORDINARY RESOLUTION

1. **THAT** the directors are 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 and to grant rights to subscribe for or to convert any security into shares in the Company on and subject to such terms as the directors may determine up to an aggregate nominal amount of up to: (i) £13,333.33 in relation to the Company's proposed allotment of new ordinary shares prior to the admission of the Company's share capital to the Main Market of London Stock Exchange Plc and to the Official List of the Financial Conduct Authority (the "Fundraising") and (ii) in any other case up to an aggregate nominal amount equivalent to 10% of the Company's issued ordinary share capital immediately following completion of the Fundraising, provided that this authority will expire on the date falling 15 months from the date this resolution is passed or if earlier the date of the Company's next annual general meeting, save that the directors may, before this authority expires, make offers or agreements which would or might require shares in the Company to be allotted, or rights to subscribe for or convert securities into shares to be granted, after its expiry and the directors may allot shares or grant rights to subscribe for or convert securities into shares pursuant to such offers or agreements as if this authority had not expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but is without prejudice to any allotment of shares or grant of rights to subscribe for shares already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

2. **THAT**, conditional on the passing of resolution 1 above, in accordance with section 570 of the Companies Act 2006, the Directors be generally authorised to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this authority shall:

2.1 be limited to the allotment of equity securities up to an aggregate nominal amount stated in (i) and (ii) of resolution 1 above; and

2.2 expire on the date falling 15 months from the date this resolution is passed or if earlier the date of the Company's next annual general meeting, save that the directors may, before this authority expires, make offers or agreements which would or might require shares in the Company to be allotted, or rights to subscribe for or convert securities into shares to be granted, after its expiry and the directors may allot shares or grant rights to subscribe for or convert securities into shares pursuant to such offers or agreements as if this authority had not expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but is without prejudice to any allotment of shares or grant of rights to subscribe for shares already made or offered or agreed to be made pursuant to such authorities.

- 3. THAT** the new articles of association in the form presented to the meeting are approved and with immediate effect adopted as the articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association of the Company.

DocuSigned by:


.....B0268F1310A0490.....
Director, for and on behalf of
WORLD CHESS PLC