

Company No. 12794676

THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS
OF
MODE GLOBAL HOLDINGS PLC

(passed on 18 August 2020)

The following resolutions were passed at the General Meeting of Mode Global Holdings Plc ("Company") duly convened and held on 18 August 2020 at Finsgate, 5-7 Cranwood Street, London, United Kingdom, EC1V 9EE, as to the resolution numbered 1 as an ordinary resolution and as to the resolution numbered 2 as a special resolution:

Ordinary Resolution

1. **THAT**, pursuant to section 551 of the Companies Act 2006 (the "Act"), the directors of the Company (the "Directors") be and are hereby generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Relevant Securities") up to an aggregate nominal amount of £0.0198 (representing 198 shares of £0.0001 each), provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution, or, if earlier, fifteen months from the date of passing this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Relevant Securities to be granted and the Directors may allot shares or grant Relevant Securities pursuant to such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

Special Resolution

2. **THAT**, subject to the passing of resolution 1 above and pursuant to section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by resolution 1, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities pursuant to the authority granted by resolution 1, and provided that this authority shall expire at the next annual general meeting of the Company after the passing of this resolution or, if earlier, fifteen months from the date of passing this resolution (unless renewed, varied or revoked by the Company prior to or on that date), 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 Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

Signed

Director 18/08/2020

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