

Company number: SC235054

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

RED SIXTY ONE LIMITED (COMPANY)

Circulation date: 31st JULY 2020

In accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions are proposed as an ordinary and special resolutions of the Company:

ORDINARY RESOLUTIONS

1 That:


- (a) the Directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the **Act**), in substitution for any existing power to allot shares or grants rights to subscribe for or convert securities into shares, to exercise all the powers of the Company to allot shares or grant rights to subscribe for or convert security into shares up to a maximum amount of 73,462 ordinary shares of £0.001 each (**Ordinary Shares**), at a price of no less than £10.89 per Ordinary Share with an aggregate nominal value of £73.462; and
- (b) the authority given by this resolution:
 - (i) shall be in addition to and not in substitution for any pre-existing authorities under section 551 of the Act; and
 - (ii) unless renewed, revoked or varied in accordance with the Act, shall expire at midnight on Second Tranche Backstop Date (as defined in the supplemental investment agreement entered into among the Company, the Executive (as defined therein), Par (as defined therein), Scottish Enterprise (as defined therein) and others on or around today's date) save that the Company may before such expiry make an offer or agreement which would or might require the allotment of shares in the Company, or the grant of rights to subscribe for or to convert any security into shares in the Company, after such expiry.

SPECIAL RESOLUTION

- 2 That** subject to and conditional upon the passing of resolution 1 above the Directors of the Company be and are hereby empowered to make the allotments pursuant to the authority conferred upon them by the resolution set out in resolution 1 above as if section 561 of the act did not apply to any such allotment and all rights of pre-emption whether in the Act, the Company's articles of association or otherwise and be and are hereby dis-applied in respect of such allotments.


- 3 **That** the articles of association of the Company attached to this written resolution be adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

The persons named below, being persons eligible to vote on the above resolutions on the circulation date, irrevocably agrees to the resolution.

Signature:



Name: Anthony Davey

Date: 03 August 2020
.....

Signature:



Name: Peter McNaught

Date: 02 August 2020
.....

Signature:


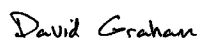
Name: William Burdett-Coutts

Date: 31 July 2020
.....

Signature:


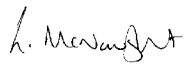
Name: The Pleasance Theatre Trust

Date: 31 July 2020
.....

Signature:


Name: David Graham

Date: 31 July 2020
.....

Signature:


Name: Louise McNaught

Date: 02 August 2020
.....

Signature: *Charlie Wood*

Name: Underbelly Limited

Date: 03 August 2020

Signature: *W/S 77*

Name: William Tatam

Date: 03 August 2020

Signature: *Par*

Name: Par Nominees Limited

Date: 31 July 2020

Signature: *Par*

Name: Par Equity LLP

Date: 31 July 2020

Signature: *Share*

Name: Share Nominees Limited

Date: 31 July 2020

Signature: *WCS*

Name: WCS Nominees Limited

Date: 31 July 2020

Signature: *Catherine Corr*

Name: Scottish Enterprise

Date: 03 August 2020

NOTE:

1. If you agree with the resolution, please sign and date this document and return it to the Company using one of the following methods:

- **By hand:** delivering the signed copy to the Company's registered office, marked for the attention of The Directors
- **Post:** returning the signed copy by post to the Company's registered office, marked for the attention of The Directors; or
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to Clare.McDevitt@addleshawgoddard.com or Emily.McQueen@addleshawgoddard.com. Please enter "Written resolution – Investment 2020" in the e-mail subject box.

If you do not agree with the resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the resolution, you may not revoke your agreement.
3. The resolution set out above will lapse if the required majority of eligible members have not signified their agreement to them by the end of the period of 28 days beginning with the circulation date set out above. If you agree to the resolution, please ensure that your agreement reaches us before that date.
4. 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.

Company number: SC235054

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

RED SIXTY ONE LIMITED (COMPANY)

The following ordinary and special resolutions were duly passed ordinary and special resolutions of the Company on 4TH AUGUST 2020 by way of written resolution in accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006.

ORDINARY RESOLUTIONS

1 **That:**

- (a) the Directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the **Act**), in substitution for any existing power to allot shares or grants rights to subscribe for or convert securities into shares, to exercise all the powers of the Company to allot shares or grant rights to subscribe for or convert security into shares up to a maximum amount of 73,462 ordinary shares of £0.001 each (**Ordinary Shares**), at a price of no less than £10.89 per Ordinary Share with an aggregate nominal value of £73.462; and
- (b) the authority given by this resolution:
 - (i) shall be in addition to and not in substitution for any pre-existing authorities under section 551 of the Act; and
 - (ii) unless renewed, revoked or varied in accordance with the Act, shall expire at midnight on Second Tranche Backstop Date (as defined in the supplemental investment agreement entered into among the Company, the Executive (as defined therein), Par (as defined therein), Scottish Enterprise (as defined therein) and others on or around today's date) save that the Company may before such expiry make an offer or agreement which would or might require the allotment of shares in the Company, or the grant of rights to subscribe for or to convert any security into shares in the Company, after such expiry.

SPECIAL RESOLUTION

- 2 **That** subject to and conditional upon the passing of resolution 1 above the Directors of the Company be and are hereby empowered to make the allotments pursuant to the authority conferred upon them by the resolution set out in resolution 1 above as if section 561 of the act did not apply to any such allotment and all rights of pre-emption whether in the Act, the Company's articles of association or otherwise and be and are hereby dis-applied in respect of such allotments.

- 3** **That** the articles of association of the Company attached to this written resolution be adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

CERTIFIED A TRUE COPY



.....
Director, for and on behalf of
Red Sixty One Limited