

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
POQ STUDIO LTD.
(the "Company")

The directors of the Company confirm that in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the following resolutions were circulated on 17 June 2022 to all of the Company's shareholders entitled to attend and vote at a general meeting of the Company. It is confirmed that the following resolutions were passed by shareholders, in the case of Resolution 1 as an ordinary resolution, and in the case of Resolutions 2 to 4 as special resolutions, on 17 June 2022:

ORDINARY RESOLUTION

1	<p>THAT the directors be generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company, up to a maximum aggregate nominal amount of £39,731.41 provided that:</p> <p style="margin-left: 40px;">(a) the authority granted under this resolution shall expire five years after the passing of this resolution; and</p> <p style="margin-left: 40px;">(b) the Company may, before such expiry under paragraph (a) above of this resolution, make an offer or agreement which would require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.</p> <p>This authority is in substitution for all subsisting authorities.</p>
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SPECIAL RESOLUTIONS

2.	<p>That in accordance with Article 12.4 of the articles of association of the Company (the "Articles"), the pre-emption rights contained in Articles 12.4 to 12.6 of the Articles or otherwise shall not apply to the allotment and issue of shares or the grant of rights to subscribe for or to</p>
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	convert any security into shares, made by the directors pursuant to the authority conferred upon them pursuant to resolution 1 above.
3.	That the articles of association contained in the document attached to these written resolutions (the " New Articles ") be approved and adopted as the new articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association.
4.	That, subject to the adoption of the New Articles, each of the 143,639,745 series B5 shares of £0.0001 each issued in connection with the conversion of certain loans made to the Company pursuant to either (i) the convertible loan agreement dated 15 October 2020 between the Company and, inter alia, UK FF Nominees Limited or (ii) the convertible loan agreements dated 15 October 2020 between the Company and each of Proven Growth & Income VCT PLC and Proven VCT PLC (together, the " FF Shares ") be subdivided into 10 series B5 shares of £0.00001 each.
5.	That, subject to the passing of resolutions 3 and 4 above, 143,639,745 series B5 shares £0.00001 each (previously the FF Shares) be re-designated as series C shares of £0.00001 each in the capital of the Company, such shares having the rights and being subject to the restrictions set out in the New Articles.
6.	That, subject to the passing of resolution 4 above, 1,292,757,705 series B5 shares of £0.00001 each be re-designated as deferred shares of £0.00001 each in the capital of the Company, such shares having the rights and being subject to the restrictions set out in the New Articles.
7.	That, subject to the passing of resolution 6 above, the buy-back by the Company of an aggregate of 1,292,757,705 deferred shares of £0.00001 each in the capital of the Company, for a total consideration of £1.00, pursuant to a buy-back contract between the Company and various shareholders of the Company, be approved.
8.	That, any and all pre-emption rights and other restrictions on transfer to which the shareholders of the Company may be entitled, however so arising (including, but not limited to, those arising under the New Articles or the Act) in respect of the transfer of transfer of 1,292,757,705 deferred shares of £0.00001 each to the Company, be waived.
9.	That, subject to passing of resolution 8 above, the cancellation of the 1,292,757,705 deferred shares of £0.00001 each.
10.	That any rights of anti-dilution rights contained in the Article 10 of the Articles or otherwise which may be held by a shareholder be waived and disapplied in respect of the allotment and issue of shares or grant of rights to subscribe for or to convert security into shares, made by the directors pursuant to the authority conferred upon them pursuant to resolution 1 above.

Certified correct by:

Euan Hector Menzies
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Director

POQ Studio Ltd.