

Company number: 11734368

WRITTEN SHAREHOLDER RESOLUTIONS

of

ZZOOMM GROUP LIMITED
(the "Company")

Passed on: 20th April 2020

On 20th April 2020, the following written resolutions of the shareholders of the Company were passed as special resolutions:-

SPECIAL RESOLUTIONS

1. **THAT** the Directors of the Company (the "**Directors**") be authorised in accordance with section 551 of the Companies Act 2006 (the "**CA 2006**") to issue the Convertible Loan Notes (as referred to in the letter dated 30 March 2020 to shareholders from the Chief Executive (Matthew Hare) of the Company) and to issue such Convertible Loan Notes on the basis that the pre-emption rights of existing shareholders in the Company set out in articles 11.2 – 11.6 of the articles of association of the Company are disapplied, but so that:-
 - (a) the maximum number of new convertible preference shares of £0.01 each in the Company ("**New Preference Shares**") which may be allotted and issued on conversion of the Convertible Loan Notes are New Preference Shares with an aggregate nominal value of £4,000,000 and the maximum number of new ordinary shares of £0.01 each in the Company ("**New Ordinary Shares**") which may be allotted and issued on conversion of the Convertible Loan Notes are New Ordinary Shares with an aggregate nominal value of £125,000;
 - (b) this authority shall expire on 31 May 2020;
 - (c) this authority shall be in addition and without prejudice to any other authorities vested in the Directors to allot shares in the Company or to grant rights to subscribe for or convert any security into shares in the Company.
2. **THAT** the Directors be authorised in accordance with section 551 of the CA 2006 to allot and issue up to 1,000,000 new ordinary A shares of £0.01 each in the capital of the Company (having a maximum aggregate nominal value of £10,000.00) and to allot and issue such new ordinary A shares of £0.01 each on the basis that the pre-emption rights of existing shareholders in the Company set out in articles 11.2 – 11.6 of the articles of association of the Company are disapplied, but so that:-
 - (a) this authority shall expire on 30 September 2020;
 - (b) this authority shall be in addition and without prejudice to any other authorities vested in the Directors to allot shares in the Company or to grant rights to subscribe for or convert any security into shares in the Company.

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Director

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