

COMPANY NUMBER: 12950479
THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
LOUNGES.TV LTD
(THE COMPANY)

CIRCULATION DATE 17 March 2021 (THE CIRCULATION DATE)

(PURSUANT TO CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006 (THE ACT))

We, the undersigned, being the shareholders of the Company entitled to vote, hereby pass the following resolutions, resolution numbered one as a special resolution, and resolutions two and three as ordinary resolutions (the **Resolutions**) as if the same had been passed at a general meeting of the Company duly convened and held:

SPECIAL RESOLUTION

1. **THAT**, the articles of association attached to these Resolutions (**New Articles**) be adopted by the Company in substitution for and to the exclusion of all existing articles of association thereof.


ORDINARY RESOLUTIONS


2. **THAT**, in accordance with section 618 of the Act, the 100 A ordinary shares of £1.00 each issued in the share capital of the Company be sub-divided into 10,000 A ordinary shares of £0.01 each, such shares having the rights and being subject to the restrictions as set out in the New Articles adopted pursuant to resolution 1 (above).
3. **THAT**, the directors of the Company be generally and unconditionally authorised for the purposes of section 551 of the Act to allot, grant options over or otherwise deal with or dispose of the share capital of the Company to such persons, on such terms and in such manner as they think fit, provided that such authority shall:
 - be limited to the issue of 3,334 B ordinary shares of £0.01 each in the capital of the Company; and
 - expire five (5) years from the date of the Resolutions.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being the persons entitled to vote on the above Resolutions, hereby irrevocably agree to the Resolutions as indicated above:

DocuSigned by:

.....8F5FB55F188342F.....
Scott Green

DocuSigned by:

.....D20E4C71AA0622E.....
Belinda Millar

Date 17 March 2021

Date 17 March 2021

DocuSigned by:

Craig Gardner

.....7B98FFCE58CA4D0.....

Craig Gardner

Date 17 March 2021

NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - **By Hand:** delivering the signed copy to Capital Law Limited at Capital Building, Tyndall Street, Cardiff, CF10 4AZ.
 - **Post:** returning the signed copy by post to Capital Law Limited at Capital Building, Tyndall Street, Cardiff, CF10 4AZ.
 - **E-mail:** by attaching a scanned copy of the signed document. Please enter "*Written Resolutions*" in the e-mail subject box.

If you do not agree to the Resolutions, 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 Resolutions, you may not revoke your agreement.
3. Unless, by midnight 28 days after the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this 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.