

**THE COMPANIES ACT 2006**

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**COMPANY LIMITED BY SHARES**

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**ORDINARY AND SPECIAL RESOLUTIONS**

of

**VENTURE LIFE GROUP PLC**

**(Passed on 08 December 2020)**

TUESDAY



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26/01/2021

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COMPANIES HOUSE

**At a general meeting of the Company duly convened on Tuesday, 08 December 2020, the following resolutions were duly passed as ordinary and special resolutions of the Company respectively:**

**ORDINARY RESOLUTION**

1. **THAT**, conditional upon the passing of Resolution 2 occurring, and in addition to any other authorities granted to the directors pursuant to section 551 of the Companies Act 2006 (the "**Act**") before the date of the passing of this resolution, the directors are generally and unconditionally authorised pursuant to section 551 of the Act to exercise all powers of the Company to allot shares in the Company and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being "**relevant securities**"), but this authority is limited to the allotment of:
  - (A) up to 37,777,777 ordinary shares of 0.3 pence each in the capital of the Company ("**Ordinary Shares**") with an aggregate nominal amount of up to £113,333.33 in connection with the Placing (as defined in the circular to shareholders of the Company dated 20 November 2020 (the "**Circular**")); and
  - (B) up to 2,270,973 Ordinary Shares with an aggregate nominal amount of up to £6,812.92 in connection with the Open Offer (as defined in the Circular),

but also that, unless previously renewed, revoked, varied or extended, this authority expires on the date which is 12 months from the date of the passing of this resolution except that the Company may at any time before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such an offer or agreement as if this authority had not expired.

**SPECIAL RESOLUTION**

2. **THAT**, conditional upon the passing of Resolution 1 occurring, and in addition to any other authorities given to the directors pursuant to section 570 of the Act before the passing of this resolution, the directors are empowered, pursuant to sections 570(1) and 571(1) of the Act, as applicable, to allot equity securities (as defined in section

560 of the Act) of the Company for cash pursuant to the authority of the directors under section 551 of the Act conferred by Resolution 1, and/or where such allotment constitutes an allotment of equity securities by virtue of section 560(2) of the Act, as if section 561(1) of the Act did not apply to such allotment, but the power conferred by this resolution is limited to the allotment of:

- (A) up to 37,777,777 new Ordinary Shares with an aggregate nominal amount of up to £113,333.33 in connection with the Placing (as defined in the Circular); and
- (B) up to 2,270,973 new Ordinary Shares with an aggregate nominal amount of up to £6,812.92 in connection with the Open Offer (as defined in the Circular),

but also that, unless previously renewed, revoked, varied or extended, this power expires on the date which is 12 months from the date of the passing of this resolution except that the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted under this authority after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

.....*Lynn Diamond*.....

Chair

.....*8 December*.....2020