

Company number: 07099261

**RISE ART LIMITED**  
(the "**Company**")

FRIDAY



**MEMBERS' WRITTEN RESOLUTION PURSUANT TO CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006 (the "**Act**")**

Passed: 7 October 2019

The following resolutions were duly passed as, with respect to resolution 1, an ordinary resolution, and, with respect to resolution 2, a special resolution by way of written resolution under Chapter 2 of Part 13 of the Act.

**ORDINARY RESOLUTION**

**1. ALLOTMENT OF SHARES**

**THAT**, in accordance with s551 of the Act, the directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to a maximum aggregate nominal amount of £739.10, provided that this authority shall unless renewed, varied or revoked by the Company prior to such date, expire three (3) years from the date of passing of this Resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares or grant Rights in pursuance of such offer or agreement as if the authority conferred by this Resolution had not expired.

**SPECIAL RESOLUTION**

**2. DISAPPLICATION OF PRE-EMPTION RIGHTS IN RELATION TO THE ALLOTMENT OF THE NEW SHARES**

**THAT**, in accordance with section 570 of the Act and the articles of association of the Company (the "**Articles**"), the directors be generally empowered to allot equity securities, (as defined in section 560 of the CA 2006) pursuant to the authority granted by Resolution 1 as if any restrictions as to pre-emption, including but not limited to any restrictions contained in the Articles, did not apply to such allotment, and any rights of pre-emption in connection therewith are hereby waived, provided that this power shall:

- (a) be limited to the allotment of up to 7,390,983 shares of £0.0001 each in the capital of the Company at a price per share of not less than £0.1353; and
- (b) expire three (3) years from the date of passing of this Resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

  
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**Director**