

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
NEWSFLARE LIMITED
(the "Company")
Passed on 5th June 2019

SATURDAY



A19 *A8BK6NYR* #51
10/08/2019
COMPANIES HOUSE

In accordance with the written resolution procedure in Chapter 2 of Part 13 of the Companies Act 2006, the resolutions set out below were passed as an ordinary resolution and a special resolution (as indicated):

ORDINARY RESOLUTION

1. That the Directors be generally and unconditionally authorised for the purpose of Section 551 of the Companies Act 2006 to exercise any power of the Company to allot shares or to grant rights to subscribe for or convert any securities into shares to any persons, at any times and subject to any terms and conditions as the Directors think proper, provided that this authority:
 - (a) shall be limited to a maximum nominal amount of:
 - i. £285.00 in respect of a fundraising by the Company to raise up to £600,000; and
 - ii. £442.78 in respect of any Ordinary Shares (or options to subscribe for Ordinary Shares) to be issued to Employees pursuant to a share option scheme or otherwise pursuant to any option granted to any director of the Company.
 - (b) shall only apply insofar as the Company has not waived or revoked it;
 - (c) may only be exercised, in relation to (a) above, for a period of six months commencing on the date of this resolution and in relation to (b) above for a period of five years commencing on the date of this resolution, save that in either case the Directors may make an offer or agreement which would or might require shares to be allotted or rights granted to subscribe for or convert any security into shares after the expiry of such authority (and the Directors may allot shares or grant such rights in pursuance of an offer or agreement as if such authority had not expired); and
 - (d) is in addition to any existing such authority contained in the articles of association of the Company.

SPECIAL RESOLUTION

2. That the provisions of Article 13.3 of the Articles of Association of the Company shall not apply to the allotment and issue of Ordinary Shares of £0.01 each and Series A Ordinary Shares of £0.01 each, in the capital of the company pursuant to the authority conferred in Resolution 1 set out above.

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Director

J. B. CORNWELL.