

Company number: 07741649

TLA WORLDWIDE PLC

(the "Company")

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS

At the annual general meeting of the Company duly held on 27 June 2019 the following resolutions were duly passed as an ordinary resolution and a special resolution of the Company (as indicated):

ORDINARY RESOLUTION

6. **THAT** the directors of the Company be generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 to exercise all the 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 an aggregate nominal amount equal to £956,181.33, provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the end of the Company's annual general meeting in 2020, 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 and the directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is (i) subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange and (ii) in substitution for all previous authorities conferred on the directors in accordance with section 551 of the Companies Act 2006 but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTION

7. **THAT**, subject to and conditional upon the passing of resolution 6 set out in this notice, the directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) of the Company pursuant to the authority conferred by resolution 6 as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall:

7.1 be limited to:

7.1.1 the allotment of equity securities in connection with an offer of equity securities:

- (a) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
- (b) to holders of other equity securities of the Company as required by the rights of those securities or as the directors otherwise consider necessary; and

7.1.2 the allotment of equity securities (otherwise than pursuant to paragraph 7.1.1) up to an aggregate nominal amount equal to £143,427;

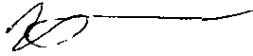
7.2 be subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

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- 7.3 expire at the end of the Company's annual general meeting in 2020 (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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Chairman

Dated: 27 June 2019