

Company Number: 09376114

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS

of

GATE VENTURES PLC

(the "Company")

At an annual general meeting of the Company duly convened and held on Thursday 20th December 2018 at 11 am at the offices of the Company, 5th Floor, St Andrews Building, 17 Old Park Lane, London W1K 1QT, the following resolutions were passed as ordinary and special resolutions as indicated below.

ORDINARY RESOLUTION

5. THAT pursuant to sections 197 and 214 of the Companies Act 2006, the loan made by the Company to one of its directors, details of which are set out in the memorandum made available to shareholders pursuant to section 197 of the Companies Act 2006, be is hereby approved, ratified and affirmed.
7. THAT, the Directors of the Company be and are hereby generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 ("**the Act**") to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("**Rights**") up to an aggregate nominal amount of £493,370.23736 to such persons and on such terms as they think fit such authority to expire at the earlier of the date which is 15 months from the passing of this resolution and the conclusion of the next Annual General Meeting of the Company save that the Company is hereby authorised to make, prior to the expiry of such authority any offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors of the Company shall be permitted to allot shares and to grant Rights pursuant to such offer or agreement as if such authority has not expired.

SPECIAL RESOLUTION

8. THAT, subject to the passing of Resolution 5 set out above, the Directors of the Company be and hereby are generally empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act pursuant to the authority conferred upon them by Resolution 5 above as if Section 561(1) of the Act) did not apply to such allotment provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £493,370.23736 and shall expire at the conclusion of the next Annual General Meeting of the Company or fifteen months after the date of the passing of this Resolution if earlier save that the Company may at any time before such expiry make an offer or agreement which would or might require equity securities to be allotted for cash

THURSDAY

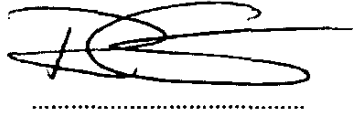


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after such expiry and the Directors of the Company may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke extending to the right.

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Director