

28 February 2018

Company Number: **09651862**

ROCKCORPS LIMITED
("COMPANY")

TUESDAY



A10 *A8WN5PY0* 14/01/2020 #111
COMPANIES HOUSE

WRITTEN SHAREHOLDER RESOLUTIONS

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("**2006 Act**"), the directors of the Company propose that resolutions 1 and 2 below be passed as ordinary resolutions and resolution 3 below be passed as a special resolution ("**Resolutions**").

Ordinary Resolutions

- 1 THAT the 600 ordinary shares of nominal value £1.00 each in the capital of the Company be subdivided by a factor of five into 3,000 ordinary shares of £0.20 each.
- 2 THAT, subject to the passing of resolutions 1 and 3, and in accordance with section 551 of the 2006 Act, the directors be generally and unconditionally authorised to allot an additional 340 ordinary shares of nominal value £0.20 each in the capital of the Company up to an aggregate nominal amount of £68.00 PROVIDED THAT this authority shall, unless renewed, varied or revoked by the Company, expire on 29 March 2018.

This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the 2006 Act.

Special Resolution

- 3 THAT, subject to the passing of resolutions 1 and 2 and in accordance with section 570 of the 2006 Act, the directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 2, as if the pre-emption rights in section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:
 - a) be limited to the allotment of equity securities up to an aggregate nominal amount of £68.00; and
 - b) expire on 29 March 2018 (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.

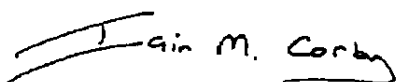
AGREEMENT

The undersigned, being entitled to vote upon the Resolutions and constituting shareholders of the Company holding in excess of 75% of the Company's ordinary shares on the date inserted above, hereby irrevocably agree to the Resolutions:



Signed

Stephen Greene



Signed

Iain Corby

Signed

John Enstone

Signed

Jason Hocking

Signed

Kat Minett

NOTES

1. You can choose to agree to all of the Resolutions or none of them, but you cannot agree to only one of them. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to RockCorps Limited at PO Box SUITE 170, 15 Ingestre Place, London, England, W1F 0DU.

You may not return the Resolutions to the Company by any other method.

If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, by 29 March 2018, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date.