

**COMPANY NUMBER: 12950479**  
**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**OF**  
**LOUNGES.TV LTD**  
**(THE COMPANY)**

**CIRCULATION DATE**                      12th May                      **2023 (THE CIRCULATION DATE)**

**(PURSUANT TO CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006 (THE ACT))**

We, the undersigned, being the shareholders of the Company entitled to vote, hereby pass the following resolutions, resolutions numbered one and two as an ordinary resolutions and resolutions three and four as special resolutions (the **Resolutions**) as if the same had been passed at a general meeting of the Company duly convened and held:

**ORDINARY RESOLUTION**

1. **THAT** the directors of the Company be generally and unconditionally authorised to subdivide the B ordinary shares of £0.01 each to B ordinary shares of £0.0001 each in the capital of the Company;
2. **THAT**, subject to the passing of Resolution 1, the directors of the Company be generally and unconditionally authorised for the purposes of section 551 of the Act to allot, grant options over or otherwise deal with or dispose of the share capital of the Company to such persons, on such terms and in such manner as they think fit, provided that such authority shall:
  - be limited to the issue of: (i) 605,600 A ordinary shares of £0.0001 each; (ii) 269,100 B ordinary shares of £0.0001 each; and (iii) 1 C ordinary share of £0.01 in the capital of the Company; and
  - expire five (5) years from the date of the Resolutions,

(the **Proposed Allotment**). This authority revokes and replaces all unexercised authorities previously granted to the directors 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**

3. **THAT** the provisions of articles 10.2 to 10.4 (inclusive) of the articles of association of the Company be disapplied in respect of the Proposed Allotment.
4. **THAT**, subject to the passing of Resolution 1, the articles of association attached to these Resolutions be adopted by the Company in substitution for and to the exclusion of all existing articles of association thereof.


**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

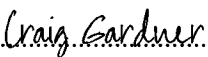
The undersigned, being the persons entitled to vote on the above Resolutions, hereby irrevocably agree to the Resolutions as indicated above:

DocuSigned by:  
  
.....  
8F5F735F188342F...  
**Scott Green**

Date ..12th May 2023

DocuSigned by:  
  
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B3574357D5B...  
**Belinda Millar**

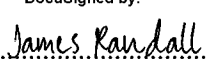
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**Craig Gardner**

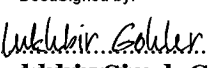
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**Danny Kluman**

Date ..12th May 2023

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**James Bryan Randall**

Date ..12th May 2023

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**Lukhbir Singh Gohler**

Date ..12th May 2023

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**Benjamin Cerletti**

Date .....

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**Gavin Cohen**

Date .....

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**Ilan Cohen**

Date .....

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**Peter Baron**

Date .....

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**Mitka Corby**

Date .....

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**Kevin Finnie** Date .....

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**Shen Yap** Date .....

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**Mark Cowan** Date .....

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**Paul Brighten** Date .....

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**Ulrich Moser** Date .....

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**Tapiwa Mutakati** Date .....

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**Jason Arden** Date .....

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**Jamie Kluman** Date .....

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**Craig Morgan** Date .....

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**New Direction Trust Company as  
Custodian FBO James Berkeley IRA** Date .....

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**Daniel Rowlands** Date .....

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**Eastmountain Marketing Limited** Date .....

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**Anish Seth**

Date .....

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**Praful Ladwa**

Date .....

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**Geoff Kluman**

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**Jonathan Stein**

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**Layla Martin**

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**Dilip Gohil**

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**Adam Webster**

Date .....

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**Crowdcube Nominees Limited**

Date .....

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**Stephen Bearfield**

Date .....

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**Rene van der Kam**

Date .....

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**Wuchner Securities Gmbh**

Date .....

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**Ajay Ananta Kidambi**

Date .....

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**Michael Lancaster**

Date .....

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**Carl Froggett**

Date .....

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**James Attridge**

Date .....

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**Richard Attridge**

Date .....

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**Artur Tarczynski**

Date .....

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**Gadi Korine**

Date .....

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**Nikhil Patel**

Date .....

## NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
  - **By Hand:** delivering the signed copy to Capital Law Limited at Capital Building, Tyndall Street, Cardiff, CF10 4AZ.
  - **Post:** returning the signed copy by post to Capital Law Limited at Capital Building, Tyndall Street, Cardiff, CF10 4AZ.
  - **E-mail:** by attaching a scanned copy of the signed document. Please enter "*Written Resolutions*" in the e-mail subject box.

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 midnight 28 days after the Circulation Date, 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 during this date.
4. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.