

**Company Number: SC075133**

**ORDINARY AND SPECIAL RESOLUTIONS**

**OF**

**ZINC MEDIA GROUP PLC**  
**(the "Company")**

**Passed on 16 November 2020**

At a general meeting of the Company duly convened and held at 17 Dominion Street, London EC2M 2EF on Monday 16 November 2020 at 2.00 p.m., the following resolutions were duly passed as ordinary and special resolutions.

**1. ORDINARY RESOLUTION**

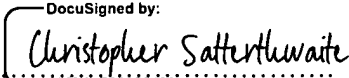
That, in accordance with section 551 of the Companies Act 2006 ("Act"), the Directors, in addition to all previous authorities granted to the Directors, be generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company, and grant rights to subscribe for up to a maximum aggregate nominal amount of £8,334.00 (within the meaning of sections 551(3) and (6) of the said Act), in connection with the placing of ordinary shares in the Company as detailed in the Circular, provided that, unless previously renewed, varied extended or revoked by the Company in general meeting, this authority shall expire on the earlier of the conclusion of the next annual general meeting of the Company after the passing of this resolution and the date falling 15 months from the passing of this resolution, save that the Company may before such expiry make any offer or agreement which would or might require shares in the Company to be allotted or rights to subscribe for or to convert any securities into shares in the Company to be granted after such expiry and the Directors may allot shares in the Company, or grant rights to subscribe for or to convert any securities into shares in the Company in pursuance of any such offer or agreement as if the authority conferred by this resolution had not expired.

**2. SPECIAL RESOLUTION**

That, subject to and conditional upon the passing of Resolution 1 above and in addition to all previous authorities granted to the Directors, in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560(1) of the Act) which are the subject of the authority conferred by that resolution as if section 561 of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities up to a maximum aggregate nominal amount of £8,334.00, in connection with the placing detailed in the Circular, and shall, unless previously renewed, extended, varied or revoked by the Company, expire on the earlier of the conclusion of the next annual general meeting of the Company after the passing of this resolution and the date falling 15 months from the passing of this resolution, save that the Company may before such expiry make any offer or agreement that 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 as if the power conferred by this resolution had not expired.

**3. ORDINARY RESOLUTION**

That pursuant to section 239 of the Act, the conduct of the Directors in making the Director Loan without the prior consent of Shareholders be ratified to the extent that it amounted to default, breach of duty, breach of trust or otherwise in relation to the Company and that all claims the Company may have against the directors by reason of this be released.

Signed .....  DocuSigned by:  
F257C4723352499...

**Chairman**

UK-646752027.1

TUESDAY



\*A9IIZ1RE\*  
A17 24/11/2020 #22  
COMPANIES HOUSE