

Company Number: 08605921

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

NTS LIVE LTD

(the 'Company')

WEDNESDAY



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A22

05/10/2022

#303

COMPANIES HOUSE

Circulation Date: 28 September 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the '**Act**'), the directors of the Company propose that Resolution 1 is passed as an ordinary resolution and Resolution 2 is passed as a special resolution (together, the '**Resolutions**').

ORDINARY RESOLUTION

1. **THAT**, in addition to all existing authorities and in accordance with section 551 of the Act, the directors of the Company be generally and unconditionally authorised to allot ordinary shares up to a maximum nominal amount of £9.60 to such person(s) as may be required upon the conversion of a series of advanced subscription agreements entered into by the Company on or around the date of these Resolutions, such authority to expire (unless previously renewed, varied or revoked by the Company in general meeting) five years after the date on which this resolution is passed, save that the Company may before the expiry of this authority make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of this authority and the directors may allot shares, or grant rights to subscribe for or convert any security into shares, in pursuance of that offer or agreement as if this authority had not expired.

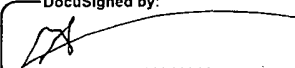
SPECIAL RESOLUTION

2. **THAT**, subject to the passing of Resolution 1, the directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by Resolution 1 as if the provisions of Article 9.4 of the articles of association of the Company and all other rights of pre-emption (howsoever arising) 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 £9.60; and
 - b. expire on date of expiry of the relevant authority conferred by Resolution 1 (as applicable) (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

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

The undersigned, being the members of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.

DocuSigned by:

5B4C6947C94C436...
Adefemi Edmund Adeyemi

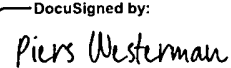
Date 28 September 2022

DocuSigned by:
Sean Morris
B27DB900F7AD4AB...
Sean McAuliffe Morris

Date: 28 September 2022

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For and on behalf of
Highstreet Ventures

Date 2022

DocuSigned by:

43167D3332DC4BA...
Piers Westerman

Date: 28 September 2022

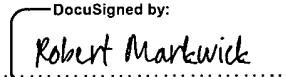
DocuSigned by:

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Michael Flood

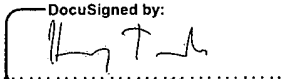
Date 28 September 2022

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Matthew Westerman

Date: 2022

DocuSigned by:

C72FFD4D6AC5489...
Robert Markwick

Date 28 September 2022

DocuSigned by:

4F97F1DFC090459...
Henry Tadros

Date: 28 September 2022

DocuSigned by:

63B671B371A94F2...
Teofila Connor

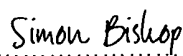
Date 28 September 2022

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For and on behalf of
Unison Fund I, LLC

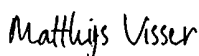
Date 2022

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For and on behalf of
Unison Fund IA, LLC

Date 2022

DocuSigned by:

66287D6ECA094F6...
Simon Leslie Bishop

Date 28 September 2022

DocuSigned by:

901394258D8D4FE...
Matthijs Visser

Date 28 September 2022

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Siavash Haroun Mahdavi

Date 2022

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Charles Leland Schrager Von Altishofen

Date 2022

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Randeesh Sandhu

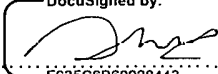
Date 2022

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Daljit Sandhu

Date 2022

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Victor Librae

Date 2022

DocuSigned by:

F635C6B60928443... Pablo Soler
For and on behalf of
Primavera Sound S.L.

Date 28 September 2022

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Daniel Jackson

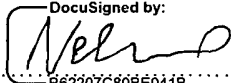
Date 2022

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For and on behalf
Antipodean Ventures LLC

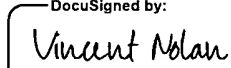
Date 2022

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For and on behalf
Antipodean II LLC

Date 2022

DocuSigned by:

B62207C80BE041B...
Nedim El-Imad

Date 28 September 2022

DocuSigned by:

3B0C9B83CE6548D...
Vincent Hugh Nolan

Date 28 September 2022

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Kevin Kustatsu

Date 2022

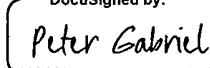
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For and on behalf of
Ian Montone Revocable Trust U/T/A 12/18/2014

Date 2022

DocuSigned by:

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FB4767E6FB5544Z...
Efe Cakarel

Date 28 September 2022

DocuSigned by:

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EF18D9BA536A421...
Peter Gabriel

Date: 28 September 2022

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Jan Kennedy

Date: 2022

NOTES

- (a) If you agree with 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:
 - (i) by hand: delivering the signed copy to The Directors, NTS Live Ltd, 89a Kingsland High Street, London E8 2PB;
 - (ii) by post: returning the signed copy by post to The Directors, NTS Live Ltd, 89a Kingsland High Street, London E8 2PB; or
 - (iii) by e-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to sean@ntslive.co.uk.
- (b) 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.
- (c) Once you have indicated your agreement to the Resolutions you may not revoke your agreement.
- (d) Unless by the 28th day beginning with the Circulation Date stated above 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.
- (e) In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members. 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.