

Company Number: 10877244

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

RATCHET ENTERTAINMENT LTD

(the 'Company')

Circulation Date: 5th January 2021 ~~2020~~

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the 'Act'), the directors of the Company propose that the resolutions below are passed as special resolutions (the 'Resolutions'):

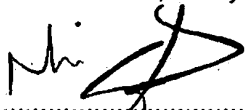
SPECIAL RESOLUTIONS

- 1 THAT the draft articles of association attached to these Resolutions, a copy of which has been initialled by the chairperson for the purposes of identification (the 'New Articles') be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.
- 2 THAT the directors of the Company be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by Articles 9.2 and 9.3 of the New Articles as if the provisions of Article 9.4 of the New Articles and all rights of pre-emption (howsoever arising) did not apply to such allotment, provided that this power shall:
 - (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £30.00; and
 - (b) expire on the fifth anniversary of the date on which this Resolution is passed (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 and the directors may allot equity securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the directors in accordance with section 570 of the Act save for any authority set out in the Articles.

AGREEMENT

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


.....
Neil Gallagher

Date: 5th JANUARY 2020 2021

THURSDAY



A09 *AA100DCY* #293
25/03/2021
COMPANIES HOUSE



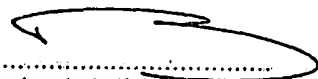
.....
Christopher Piper

Date: 5th JANUARY ~~2020~~ 2021



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Vincent Carfora

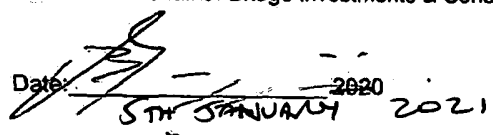
Date: 5th JANUARY ~~2020~~ 2021



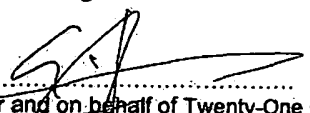
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For and on behalf of A Finans S.à r.l.

Date: 5th JANUARY ~~2020~~ 2021

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For and on behalf of Bridge Investments & Consulting S.A.

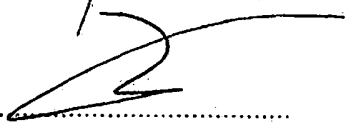


Date: ~~2020~~
5th JANUARY 2021



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For and on behalf of Twenty-One Consulting

Date: 5th JANUARY ~~2020~~ 2021



.....
Caine Birsens

Date: 5th JANUARY ~~2020~~ 2021



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 by e-mail by attaching a scanned copy of the signed document to an e-mail and sending it to neil@gotickety.com.
- (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.

