

Company number: 12347408

**THE COMPANIES ACT 2006**

**COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS OF**

**RESOLVE ESPORTS LIMITED (the Company)**

31st May (the Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as ordinary and special resolutions.

**RESOLUTIONS**

As ordinary resolutions:

- 1 **THAT**, the authorised share capital of the Company be increased from £100 to £125 by the creation of 25 additional ordinary shares of £1.00 each ranking in all respects pari passu with the existing 100 ordinary shares of £1.00 each.
- 2 **THAT**, for the purposes of section 551 of the Companies Act 2006 (the **Act**), the directors of the Company (the **Directors**) be authorised (in substitution for all existing authorities granted to the Directors under section 551 of the Act (to the extent that they remain in force and unexercised)) generally and unconditionally to exercise all powers of the Company to allot ordinary shares of £1.00 each in the Company up to an aggregate nominal amount of £25, provided that this authority shall expire on 30 April 2022, unless such authority shall have been previously revoked or varied by the Company in general meeting and save that the Company may before the expiry of the authority granted by this resolution make an offer or agreement which would or might require shares in the Company to be allotted after such expiry and the Directors may allot such shares, or grant such rights, in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired.

As special resolutions:

- 3 **THAT**, subject to the passing of resolutions 1 and 2, the Directors be and they are empowered pursuant to section 569 of the Act to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred upon them by resolution 2 as if section 561 of the Act did not apply to any such allotment provided that this power shall:
  - 3.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £25; and
  - 3.2 expire on 30 April 2022 (unless renewed, varied or revoked by the Company prior to or on that date) save that the Directors may make the allotments of equity securities referred to in paragraph 2.1 notwithstanding the expiry of such power and the Company may before the expiry of any power contained in this resolution make a further 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 such offer or agreement as if the power conferred by this resolution had not expired.

- 4 **THAT**, the regulations contained in the document attached to this resolution be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association.


#### AGREEMENT

Please read the notes at the end of this document before signifying your agreement or not to the resolutions.

	For	Against
<b>ORDINARY RESOLUTION 1</b>	X	
<b>ORDINARY RESOLUTION 2</b>	X	
<b>SPECIAL RESOLUTION 3</b>	X	
<b>SPECIAL RESOLUTION 4</b>	X	

The undersigned, a person entitled to vote on the above resolutions on the Circulation Date, irrevocably votes in respect of the resolutions as indicated above.

Signed  
Ilias Pajoheshfar

DocuSigned by:  
  
A52CD97CEDB9417...

Dated 31<sup>st</sup> May 2021

Signed  
Chester King on behalf of International Group Management Limited



Dated 31<sup>st</sup> May 2021

## NOTES

- 1 If you wish to vote in favour of the resolutions, please put an 'X' in the 'For' box below the resolutions. If you wish to vote against the resolutions, please put an 'X' in the 'Against' box below the resolutions or leave both boxes blank. Once you have indicated your voting intentions please sign and date this document and return it to the Company using one of the following methods:
  - by hand: delivering the signed copy to Joseph Griffiths, International Group Limited, Capswood 1, Oxford Road, Denham Uxbridge UB9 4LH;
  - by post: returning the signed copy to Joseph Griffiths, International Group Limited, Capswood 1, Oxford Road, Denham Uxbridge UB9 4LH; or
  - by email: by attaching a scanned copy of the signed document to an email and sending it to [jgriffiths@igroup.co.uk](mailto:jgriffiths@igroup.co.uk). Please enter "Written resolutions of Resolve Esports Limited" in the email subject box.

If you do not agree with 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 Resolutions 1 and 2 are proposed as ordinary resolutions. This means that they will be passed if the Company receives before the date that falls at the end of the period of 28 days beginning on the Circulation Date (the **Lapse Date**), signified agreement from a simple majority of the members of the Company. Resolutions 3 and 4 are proposed as special resolutions. This means that they will be passed if the Company receives before the date that falls at the end of the period of 28 days beginning on the Circulation Date (the **Lapse Date**), signified agreement from members representing 75 per cent of the total voting rights of eligible members of the Company. Where, by the Lapse Date, insufficient agreement has been received for the resolutions to pass, the resolutions will lapse. If you agree to the resolutions, please ensure that your agreement reaches us by 5 pm on the day before the Lapse Date.
- 4 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.
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a certified copy of the relevant power of attorney or authority when returning this document.