

Company No. 12794676

THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS
OF
MODE GLOBAL HOLDINGS PLC
(passed on 1 September 2020)

MONDAY



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COMPANIES HOUSE

The following resolutions were passed at the General Meeting of Mode Global Holdings Plc ("**Company**") duly convened and held on 1 September 2020 at Finsgate, 5-7 Cranwood Street, London EC1V 9EE, as to the resolutions numbered 1 and 2 as ordinary resolutions and as to the resolutions numbered 3 and 4 as special resolutions:

ORDINARY RESOLUTIONS

1. **THAT**, in accordance with section 618 of the Companies Act 2006 (the "**Act**"), the 200 ordinary shares of £0.0001 each in the issued share capital of the Company be consolidated and divided into 2 ordinary shares of £0.01 each, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing ordinary shares of £0.0001 each in the capital of the Company as set out in the Company's articles of association for the time being.
2. **THAT**, pursuant to section 551 of the Act, the directors of the Company (the "**Directors**") be and are hereby generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Relevant Securities**") up to an aggregate nominal amount of:
 - (a) £550,000 in connection with the acquisition of the entire share capital of Mode Global Limited by the Company;
 - (b) £110,000 in connection with convertible loan notes of the Company and any conversion thereof;
 - (c) £102,650 in connection with equity based incentive plans of the Company;
 - (d) £200,000 in connection with a placing of ordinary shares to institutional and other investors in connection with the admission of the entire issued and to be issued share capital of the Company to the Official List and to trading on the London Stock Exchange plc's main market for listed securities ("**Admission**");
 - (e) otherwise than pursuant to sub-paragraphs (a) to (d) above inclusive, £285,130 or, if less, the nominal value of one third of the issued share capital of the Company following Admission,

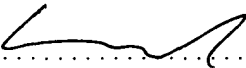
provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution, or, if earlier, fifteen months from the date of passing this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Relevant Securities to be granted and the Directors may allot shares or grant Relevant Securities pursuant to such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

SPECIAL RESOLUTIONS

3. **THAT**, subject to the passing of resolution 2 above and pursuant to section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by resolution 2, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:
- (a) the allotment of equity securities pursuant to the authorities granted by subparagraphs (a) to (d) (inclusive) of resolution 2;
 - (b) the allotment of equity securities pursuant to the authority granted by subparagraph (e) of resolution 2 in connection with a rights issue or any other offer to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange;
 - (c) otherwise than pursuant to sub-paragraphs (a) and (b) above, up to an aggregate nominal value of £128,306 or, if less, the nominal value of 15 per cent. of the issued share capital of the Company following Admission;

and this authority shall expire at the next annual general meeting of the Company after the passing of this resolution or, if earlier, fifteen months from the date of passing this resolution (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.

4. **THAT** the draft articles of association produced to the Meeting and initialed by the Chairman of the Meeting for the purpose of identification be, and are hereby, adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

Signed 

Director