

ORDINARY RESOLUTIONS AND SPECIAL RESOLUTION
OF
ESKEN LIMITED (the *Company*)

Passed on 17 August 2021

At a general meeting of the Company duly convened and held at 15 Stratford Place, London W1C 1BE, on 17 August 2021 at 11.00am. and by telephone and electronically via Lumi, the following ordinary resolutions and special resolution were each duly passed.

ORDINARY RESOLUTION

Resolution 1

THAT subject to and conditional upon the passing of Resolutions 2, 3, 4 and 5:

(a) the terms of the Capital Raise and the Subscription Letters be and are hereby approved and the Directors of the Company (or any duly constituted committee thereof) be and are hereby directed to implement the Capital Raise and the Subscription Letters on the basis described in the combined circular and prospectus published by the Company on the date hereof and are generally and unconditionally authorised to exercise all or any of the powers of the Company to the extent necessary to implement the Capital Raise and the Subscription Letters; and

(b) for the purposes of article 4.4 of the Articles and in addition to all existing authorities, the Directors of the Company (or any duly constituted committee thereof) be and are hereby generally and unconditionally authorised to exercise all or any of the powers of the Company to issue Shares in the Company or to grant rights to subscribe for, or to convert any security into, Shares in the Company up to an aggregate nominal amount of £39,441,062 pursuant to or in connection with the Capital Raise and the Subscription Letters, provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire at the close of the next annual general meeting of the Company after the date on which this resolution is passed, save that the Directors of the Company (or any duly constituted committee thereof) may, before the expiry of such period, make an offer or agreement in connection with the Capital Raise and the Subscription Letters which would or might require Shares to be issued, or rights to subscribe for or to convert any security into Shares to be granted, after the expiry of such period and the Directors of the Company (or any duly constituted committee thereof) may issue Shares and grant rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

SPECIAL RESOLUTION

Resolution 2

THAT, subject to and conditional upon the passing of Resolutions 1, 3, 4 and 5, and in addition to all existing authorities, the Directors of the Company (or any duly constituted committee thereof) be and are hereby generally and unconditionally authorised to issue equity securities (as defined in the Articles) for cash, under the authority given by Resolution 1, as if article 5.2 of the Articles did not apply to any such issue, provided that this power shall be limited to the issue of equity securities under the authority given by Resolution 1 up to an aggregate nominal amount of £39,441,062, and such power shall, unless renewed, varied or revoked by the Company in general meeting, expire at the close of the next annual general meeting of the Company after the date on which this resolution is passed, save that the Directors of the Company (or any duly constituted committee thereof) may, before the expiry of such period, make an offer or agreement in connection with the Capital Raise and the Subscription Letters which would or might require equity securities to be issued after the expiry of such period and the Directors of the Company (or any duly constituted committee thereof) may issue equity securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

ORDINARY RESOLUTIONS

Resolution 3

THAT subject to and conditional upon the passing of Resolutions 1, 2, 4 and 5, the issue of up to 394,410,618 Shares for cash at a price of 14 pence per share (which represents a discount of greater than 10 per cent. to the middle market price of the Shares as at 27 July 2021, being the last closing price prior to announcement of the Capital Raise) and otherwise on the terms set out in the combined circular and prospectus published by the Company be and is hereby approved.


Resolution 4

THAT "subject to and conditional upon the passing of Resolutions 1, 2, 3 and 5, the issue to Toscafund Asset Management of up to 102,142,857 Shares pursuant to the Firm Placing and Placing, which constitutes a related party transaction pursuant to the Listing Rules by reason of Toscafund Asset Management being a related party because it is a substantial shareholder in the Company (being a party which is entitled to exercise control of 10 per cent. or more of the votes able to be cast on all or substantially all of the matters at general meetings of the Company), be and is hereby approved.

Resolution 5

THAT subject to and conditional upon the passing of Resolutions 1, 2, 3 and 4, (a) the entry into the recommended investment by the Lender into the Borrower on the terms and subject to the conditions of the relevant transaction agreements (including any ancillary or associated agreements contemplated by those agreements) described in the combined circular and prospectus published by the Company on the date hereof (the Investment), substantially on the terms and subject to the conditions as described in the combined circular and prospectus published by the Company on the date hereof, of which this Notice of General Meeting forms part be and is hereby approved; and (b) the Directors of the Company (or any duly constituted committee thereof) be and are hereby authorised to take all necessary or appropriate steps and to do all necessary or appropriate things to implement, complete or procure the implementation or completion of the Investment and give effect thereto with such modifications, variations, revisions, waivers or amendments (not being modifications, variations, revisions, waivers or amendments of a material nature) as the Directors (or any duly authorised committee thereof) may deem necessary, expedient or appropriate in connection with the Investment.

By order of the Board


Director

Date