

PCG ENTERTAINMENT PLC

**Minutes of A GENERAL MEETING of the company
held on 2nd. April 2020 at Suite 16, Watergardens 5, Gibraltar**

- Present** Alan D Gravett for himself and as proxy for various shareholders
Adrian Stevenson representing Solent Nominees Limited and representing
AMS Secretaries Limited – secretary
- Chairman** Mr Alan D Gravett was appointed Chairman.
- Quorum** The chairman reported that a quorum was represented at the meeting which
could, accordingly, proceed to business.

Annual business

- Report of the Directors** The Chairman explained that the Directors' Report was incorporated in the
Accounts and so would be considered with the accounts.
- Accounts** The Chairman presented the accounts for the year ended 31 March 2019,
which incorporate the Directors' Report referred to above. The accounts were
reviewed and approved. IT WAS RESOLVED to approve the accounts and
Directors' Report as placed before the meeting.

Special business

- Preamble** The Chairman explained that the purpose of the meeting was to consider the
various matters set out in the notice convening the meeting viz.:

Share capital

1. THAT the Memorandum of Association of the Company be and is
amended to take account of the matters referred to below and the Articles
of Association of the Company (the "Articles") be and are amended as
follows:

by the insertion of the following definition in article 2 of the Articles:
"Deferred B Shares" means deferred shares of 9.9 pence each in the
capital of the Company having the rights and being subject to the
restrictions set out in these Articles";

2. THAT:
 - (a) every 100 Ordinary Shares of 0.1 pence each in the capital of the
Company in issue at the date of the General Meeting be consolidated
into one Ordinary Share of 10.0 pence each (the "Share
Consolidation"), such share having the rights and being subject to the
restrictions set out in the Articles of the Company, provided that all
fractional entitlements arising out of the Share Consolidation
(including, without limitation, those arising by reason of there being

fewer than 100 Ordinary Shares in any holding to consolidate) shall be aggregated together and the number of such shares so arising (including any remaining fractions) shall be sold in accordance with the Articles or passed to charity; and

- (b) each of the 12,444,882 Ordinary Shares of 10.0 pence in issue following the Share Consolidation be sub-divided into one new ordinary shares of 0.1 pence each and one deferred share of 9.9 pence each in the capital of the Company with such rights attaching to the Ordinary Shares and the deferred shares as set out in the Articles of Association of the Company; and
- (c) The meeting extend the authority given to the directors already, to enable them unconditionally to exercise all powers of the Company to allot securities of the Company up to a maximum aggregate of the unissued share capital from time to time provided that this authority will expire on the date being ten years from the date on which this resolution is passed, but the Company may before this authority expires make an offer or agreement which would or might require relevant securities to be allotted after this authority expires and the directors may allot relevant securities pursuant to such offer or agreement as if this authority had not expired.

Name change

3. THAT

Subject to the previous resolutions being approved the name of the Company be changed to Upper Thames Holdings Plc.

The resolutions were all passed on a show of hands and thus IT WAS RESOLVED TO:-

- a. The Memorandum and Articles be amended as set out in 1. Above;
- b. Reorganise the share capital in accordance with the proposals set out at 2(a) and 2(b) above;
- c. The authority to issue shares granted to the Directors be extended as defined in 2 (c) above; and
- d. The Company change its name to Upper Thames Holdings plc.

There being no other business to discuss the meeting was terminated.



Signed
Chairman