

Company Number: 00166297

THE COMPANIES ACT 2006

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS
OF
ZONE FOOTWEAR LIMITED
(the "Company")

CIRCULATION DATE: 26 November 2021

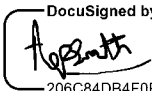
Pursuant to Chapter 2 of part 13 of the Companies Act 2006 ("Act") and the articles of association of the Company ("Articles"), the directors of the Company proposes that the following resolutions are passed as special resolutions ("Resolutions").

SPECIAL RESOLUTIONS

1. THAT, pursuant to the authority granted to the Company in sections 641 and 642 of the Act, the issued share capital of the Company be reduced by:
 - 1.1. £160,581.230958584 pursuant to the authority granted to the Company in sections 641 and 642 of the Act by reducing the nominal amount of each of the 160,582 issued and fully paid Ordinary Shares of £1.00 each in the capital of the Company to a nominal value of £0.000004789088540668940 per Ordinary Share and such amount be credited to the profit and loss reserve of the Company;
 - 1.2. £48,225.769041416 pursuant to the authority granted to the Company in sections 641 and 642 of the Act by reducing the nominal amount of each of the 48,226 issued and fully paid Preference Shares of £1.00 each in the capital of the Company to a nominal £0.000004789088540668940 per Preference Share and such amount be credited to the profit and loss reserve of the Company.
2. THAT, the articles of association appended to these Resolutions be adopted as the new articles of association of the Company.

Please read the notes attached to this document before signing your agreement to the Resolutions.

The undersigned, being those members of the Company holding in excess of 75% of the shares in issue being entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

Shareholder	Signature	Date
Zone Group Limited	<div><div>DocuSigned by:</div><div></div><div>206C84DB4F0E49C...</div></div>	26 November 2021

NOTES:

If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version to the company using one of the following methods:

By Hand:	Delivering the signed copy to Freeths LLP, Floor 3, 100 Wellington Street, Leeds, LS1 4LT (ref: 88103793.11)
Post:	Delivering the signed copy to Freeths LLP, Floor 3, 100 Wellington Street, Leeds, LS1 4LT (ref: 88103793.11)
E-mail:	.pdf to Farrell Tang at farrell.tang@freeths.co.uk

You may not return the Resolutions to the Company by any other method.

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.

Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

Unless following 28 days from the date of circulation sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

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 when returning this document.