

RICHARDSONS LEISURE LIMITED

(Registered in England – No. 00685774)

WRITTEN RESOLUTIONS

(Circulated 23 October 2020) “Circulation Date”

The directors of the Company propose that, in accordance with Chapter 2 of Part 13 of the Companies Act 2006, the following be passed as written resolutions:

ORDINARY RESOLUTION

1. THAT the directors of the Company are generally and unconditionally authorised in accordance with section 551 Companies Act 2006 (“CA 2006”) and in substitution for any existing authority conferred on them to exercise all the powers of the Company to allot shares in the Company up to an aggregate nominal amount of £4,500,000 in respect of non-voting redeemable preference shares to Horning Pleasurecraft Limited having the rights set out in the new articles adopted pursuant to resolution 3 below, for a period of five years from the date on which this resolution is passed save that in accordance with s551(7) CA 2006 the Company may before the expiry of such period make an offer or agreement which would or might require shares to be allotted after such expiry and the directors may allot shares pursuant to such offer or agreement as if this authority had not expired.

SPECIAL RESOLUTION

2. THAT the articles of association of the Company be amended by deleting all the provisions of the Company’s memorandum of association which, by virtue of section 28 Companies Act 2006, are treated as provisions of the Company’s articles of association; and
3. THAT with effect from the date on which this resolution is passed new articles of association in the form annexed to this written resolution be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

If you agree to all of the above resolutions, please indicate your agreement by signing and dating this document where indicated and returning it to the Company marked for the attention of Paul Richardson. Unless sufficient agreement has been received for the resolutions to pass within 28 days of the Circulation Date, they will lapse.

I, the undersigned, being the duly authorised representative of the sole member entitled to vote on the above resolutions, **IRREVOCABLY AGREE** to the above resolutions:

Signature:

A handwritten signature in black ink, appearing to be 'Rahel', written over a dotted line.

**For and on behalf of
Richardsons Leisure
(Holdings) Limited**

Name:

Date: 29 October 2020

Notes:

- 1 If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated and returning it to the Company as specified above by using one of the following methods:

By hand: by delivering the signed copy to Paul Richardson at the Company's registered office;

By post: by returning the signed copy by post to Paul Richardson at the Company's registered office;

By email: by attaching a scanned copy of the signed document to an email and sending it to monty.chamberlain@mills-reeve.com. Please enter "RLL – written resolutions" in the subject box of the email.
- 2 If you do not agree to the resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 **ONCE YOU HAVE INDICATED YOUR AGREEMENT TO THE RESOLUTION, YOU MAY NOT REVOKE YOUR AGREEMENT.**
- 4 Unless sufficient agreement has been received for the resolution to pass within 28 days of the circulation date, it will lapse. If you agree to the resolution, please ensure that your agreement reaches the person specified above on or before the expiry of 28 days from the circulation date.