



**Company number: 01163012**

**PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
of  
MOORE LARGE & CO. LIMITED  
(the Company)**

**Circulation Date: 19 April 2022**

In accordance with the provisions of Chapter 2 of Part 13 Companies Act 2006, the following resolutions are proposed as ordinary or special resolutions of the Company (as indicated):

**ORDINARY RESOLUTIONS**

1. **THAT** the provisions (as the same may be amended, varied, supplemented or substituted from time to time) of the documents referred to below which the Company is proposing to enter into in connection with the sale and purchase of the entire share capital of J.H. Moore & Son (Rickmansworth) Limited (company number 00653350) (the **Target**), the holding company of the Company (the **Acquisition**) by Cadence Sports Group Limited (company number 13863882) (the **Buyer**) be and are hereby approved and (notwithstanding any personal interest of any of the directors) the board of directors of the Company be and is hereby specifically authorised, empowered and directed in the name of and on behalf of the Company to complete and enter into such of those documents to which the Company is (or is to become) a party:
  - 1.1 a composite guarantee and debenture to be made between (1) the Buyer, the Target and the Company and (2) Nigel Robert Moore (**NM**) and Christine Moore as trustees for The Moore Family Settlement 1997 and NM; and
  - 1.2 an intra-company loan agreement to be made between (1) the Buyer and (2) the Target and the Company,the documents referred to in paragraphs 1.1 to 1.2 above each being referred to as a **Document** and together being referred to as the **Documents**.
2. **THAT:**
  - 2.1 the Company entering into the Documents was most likely to promote the success of the Company for the benefit of its members as a whole; and
  - 2.2 the Company entering into those of the Documents to which it is a party be and is hereby approved.
3. **THAT** each of the existing 5,000 A ordinary shares of £1.00 each in the capital of the Company and 15,000 B ordinary shares of £1.00 each in the capital of the Company be re-classified as 20,000 ordinary shares of £1.00 each in the capital of the Company, those ordinary shares having the rights and being subject to the obligations in the articles of association of the Company to be adopted under resolution 4 below, be authorised.

**SPECIAL RESOLUTION**

4. **THAT** the articles of association of the Company attached to this written resolution be 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.

The person named below, being the sole person eligible to vote on the above resolutions on the Circulation Date, irrevocably agrees to each of those resolutions.

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

Director for and on behalf of **J. H. Moore & Son (Rickmansworth) Limited**

Date: 19 April 2022

**NOTE:**

1. If you agree with the resolutions, please sign and date this document and return it to the Company using one of the following methods:
  - **By hand:** delivering the signed copy to Sophie Cahalin at Gateley Legal, Park View House, 58 The Ropewalk, Nottingham NG1 5DW.
  - **Post:** returning the signed copy by post to Sophie Cahalin at Gateley Legal, Park View House, 58 The Ropewalk, Nottingham NG1 5DW.
  - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [sophie.cahalin@gateleylegal.com](mailto:sophie.cahalin@gateleylegal.com). Please enter "Written resolution" in the e-mail subject box.
  - **DocuSign:** By signing and returning the signed copy via DocuSign.

If you do not agree with the resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
3. The resolutions set out above will lapse if the required majority of eligible members have not signified their agreement to them by the end of the period of 28 days beginning with the Circulation Date set out above. If you agree to the resolutions, please ensure that your agreement reaches us before that date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. 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 or authority when returning this document.