

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

FORAY 989 LIMITED
(the "Company")

15th July 2020
(the "Circulation Date")



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as an ordinary resolution.

ORDINARY RESOLUTION

1. **THAT** the directors be generally and unconditionally authorised, for the purposes of section 551 of the Companies Act 2006, to exercise any power of the Company to offer or allot, grant rights to subscribe for or convert any security into, or otherwise deal in, or dispose of, any shares in the Company to any person, at any time and subject to any terms and conditions as the directors think proper provided that such authority:
 - (i) shall be limited to a maximum nominal amount of £0.50 of G ordinary shares of £0.01 each in the capital of the Company;
 - (ii) shall apply only insofar as the Company has not renewed, waived or revoked this authority by ordinary resolution; and
 - (iii) may only be exercised for a period of five years from the date on which this resolution is passed, save that the directors may make an offer or agreement which would, or might, require shares to be allotted after the expiry of such authority (and the directors may allot shares in pursuance of such offer or agreement as if such authority had not expired).
2. **THAT**, subject to the allotment and issue of 50 G ordinary shares of £0.01 each as authorised under Resolution 1, the 26,300 G Ordinary Shares of £0.01 each in the capital of the Company all be redesignated as 263 Ordinary Shares of £1 each.

SPECIAL RESOLUTIONS

3. **THAT**, if Resolution 1 is passed, the directors be given power to allot equity securities (as defined in the Companies Act 2006) under the authority given by that resolution as if section 561 of the Companies Act 2006 did not apply to any such allotment.
4. **THAT**, subject to Resolutions 1 to 3 being passed, the articles of association attached to these Resolutions and marked by the letter "A" below be adopted as the articles of

association in substitution for, and to the exclusion of, the existing articles of association of the Company.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being the sole eligible member of the Company, hereby irrevocably agrees to the Resolutions:



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for and on behalf of
BOURNE LEISURE HOLDINGS LIMITED

Date: 15th July 2010

DRA

INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES ACT 2006

1. Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution.
2. The procedure for signifying agreement by an eligible member to a written resolution is as follows:
 - A. a member signifies his agreement to a proposed written resolution when the company receives from him (or someone acting on his behalf) an authenticated document:
 - (i) identifying the resolution to which it relates, and
 - (ii) indicating his agreement to the resolution;
 - B. the document must be sent to the company in hard copy form or in electronic form;
 - C. a member's agreement to a written resolution, once signified, may not be revoked;
 - D. a written resolution is passed when the required majority of eligible members have signified their agreement to it.
3. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand, by post to Bourne Leisure Limited, No 1 Park

Lane, Hemel Hempstead, Hertfordshire HP2 4YL or by email to David.Waterfield@bourne-leisure.co.uk. 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.

4. The period for agreeing to the written resolution is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006).

DRA