

Company Number: 03297594

**WRITTEN RESOLUTIONS of FORAY 989 LIMITED (the "Company")**

Circulated on 1 July 2021 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolutions (the "Resolutions") be passed, in the case of the first Resolution, as an ordinary resolution, and in the case of the second and third Resolutions, as special resolutions:

**ORDINARY RESOLUTION**

**THAT** the G ordinary shares in the capital of the Company (the "G Shares") be and are redesignated as ordinary shares of £1.00 each in the capital of the Company, having the rights and being subject to the restrictions set out in the New Articles (as defined below) (the "Redesignation").

**SPECIAL RESOLUTIONS**

**THAT** the articles of association in the form attached hereto (the "New Articles") be approved and adopted as the new articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association of the Company.

**THAT** we, as the sole holder of the G Shares and the existing ordinary shares of £1.00 each in the capital of the Company (which class, following the Redesignation, shall include the redesignated G Shares), hereby consent, pursuant to section 630 of the Act and article 71 of the association of the Company, to any variation of the rights attached to such shares which will or may arise on, or result from, the Redesignation or the adoption of the New Articles, and hereby authorise and empower the directors of the Company to take all such actions and do all such things as may be necessary or desirable to effect such Redesignation and adoption of the New Articles.

**AGREEMENT**

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

The undersigned, being the sole person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

  
.....

For and on behalf of Bourne Leisure Holdings Limited .

Date: 1/7/21



**Notes:**

1. These Resolutions have been sent to eligible members who would have been entitled to vote on the Resolutions on the Circulation Date. Only such eligible members (or persons duly authorised on their behalf) should sign these Resolutions.
2. An eligible member can signify his/her/its agreement to the Resolutions by signing the Resolutions and by delivering a copy of the signed Resolutions to an officer of the Company by hand or post or e-mail.
3. If an eligible member does not agree to the Resolutions, he/she/it does not need to do anything, failure to reply will not be deemed as agreement to the Resolutions.
4. The signed Resolutions submitted to the Company, signifying the eligible member's agreement to the Resolutions, may not be revoked.
5. These Resolutions must be passed by the date falling 28 days after the Circulation Date. If the Resolutions are not passed by such date, they will lapse. The agreement of an eligible member to these Resolutions is ineffective if signified after this date.
6. If you are signing this document on behalf of a person under a power of attorney or another authority, please send a copy of the relevant power of attorney or authority when returning this document.