

Company No 04380754

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

WEST COAST CAPITAL (USC) LIMITED

(the Company)

CIRCULATION DATE **22.12.2014** ...

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a special resolution (the **Resolution**)

SPECIAL RESOLUTION

WE RESOLVE THAT

- 1 the Articles of Association of the Company be amended as follows
- 1 1 article 7, "Minority Protections", shall be deleted and replaced with a placeholder stating "DELIBERATELY BLANK",
- 1 2 article 11 2 shall be deleted and replaced with the following "The quorum for Directors' meetings shall be one A Director ",
- 1 3 article 11 3 shall be deleted and replaced with a placeholder stating "DELIBERATELY BLANK",
- 1 4 article 17 1 shall be deleted and replaced with the following "There shall not be less than one A Director, and there shall be no maximum number of Directors ", and
- 1 5 articles 18 2 to 18 7 (inclusive) shall be deleted and replaced with the following

"18 2 The Holders of the B Shares for the time being shall be entitled to appoint such persons as they think fit to be B Directors of the Company, and there shall be no maximum number of B Directors Any B Director may at any time be removed from office by the Holders of B Shares"

AGREEMENT

TUESDAY



A3NTMI6H

A11


30/12/2014

#106

COMPANIES HOUSE

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

The undersigned, the persons entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution.

A handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke extending to the right.

Signed for and on behalf of Sportsdirect com Retail Limited

Date 22 12. 2014

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company

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
 - 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
 - 3 Unless, within the period of 28 days beginning with the Circulation Date sufficient agreement has been received for the Resolution to pass, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us before the expiry of this period
 - 4 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
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