

Moray Finance Limited (the Company)

Company Number - 05452198

Written Resolutions of Members

I, the undersigned, being a Member of the Company, entitled to receive notice of and to attend and vote at Members' Meetings pursuant to Chapter 2 of Part 13 of the Companies Act 2006, hereby pass the following Written Resolutions, which for all purposes shall be as valid and effective as if the same had been passed at a Members' Meeting of the Company duly convened and held.

- a) That the Company be wound up voluntarily.
- b) That Michael David Rollings and Steven Edward Butt of Rollings Butt LLP, 6 Snow Hill, London, EC1A 2AY, United Kingdom, be appointed Joint Liquidators of the Company for the purpose of the voluntary winding-up.
- c) That any act required or authorised under any enactment to be done by the Liquidator may be done by all or any one or more of the persons for the time being holding such office.

Resolution a) being a Special Resolution and any other resolutions proposed being Ordinary Resolutions.

Circulation Date: 3 October 2018

Important Note - Please read the instructions contained in the letter accompanying this form before signing below.

We, Fitness First Luxembourg, being a general partner, represented by Hugo Neuman and Marine Krief, the authorised signatories of Fitness First Luxembourg S.C.A, the sole member of the Company, give my consent to the passing of resolutions (a) to (h) above.

Signed:

Hugo Neuman and Marine Krief
Managers
Fitness First Luxembourg
Being general partner of
Fitness First Luxembourg S.C.A.

Dated: 3 October 2018

Notes:

- Members who hold more than 50% of the total voting rights must vote in favour of any written resolution passed as an Ordinary Resolution and 75% in the case of a Special Resolution.
- If the requisite majority has not voted in favour within a period of 28 days from the circulation date noted above, the Resolutions will lapse and not be passed.
- Where a Member has signified agreement to the Resolutions and has returned a signed copy of them to at the Company's address, the Member may not at any time, subsequently revoke their agreement.

FRIDAY



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COMPANIES HOUSE