

**Crossfit Hungerford Limited**  
**Company Number 08795040**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

28<sup>th</sup> November 2022, Circulation Date

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the sole director of the Company proposes that the following written resolutions be passed as ordinary resolutions and special resolutions as specified below (Resolutions).

**IT IS HEREBY RESOLVED: BY**

**SPECIAL RESOLUTION**

**1. ADOPTION OF ARTICLES**

THAT, the Company adopt new Articles of Association as are set out in the Articles of Association attached to this resolution and which are by this resolution adopted as the new Articles of Association in substitution for and to the complete exclusion of the existing Articles of Association of the Company.

**BY SPECIAL RESOLUTION**

**1. CREATION OF NEW CLASS OF SHARES - A SHARES**

THAT the Company create a new class of shares known as A Shares, being shares of £0.10 each in the capital of the Company, with the rights and obligations of those shares being laid down in the new Articles of Association attached to this resolution.

**2. CREATION OF NEW CLASS OF SHARES - B SHARES**

THAT the Company create a new class of shares known as B Shares, being shares of £0.10 each in the capital of the Company, with the rights and obligations of those shares being laid down in the new Articles of Association attached to this resolution.

**3. CREATION OF NEW CLASS OF SHARES — C SHARES**

THAT the Company create a new class of shares known as C Shares, being shares of £0.10 each in the capital of the Company, with the rights and obligations of those shares being laid down in the new Articles of Association attached to this resolution.

4. CREATION OF NEW CLASS OF SHARES — D SHARES

THAT the Company create a new class of shares known as D Shares, being shares of £0.10 each in the capital of the Company, with the rights and obligations of those shares being laid down in the new Articles of Association attached to this resolution.

BY ORDINARY RESOLUTIONS

5. AUTHORITY TO ALLOT

THAT, in accordance with section 551 of the Companies Act 2006 (CA 2006), the directors of the Company (Directors) be generally and unconditionally authorised to allot A Shares; B Shares; C Shares; and D Shares; in the Company or grant rights to subscribe for or to convert any security into shares in the Company (Rights) up to an aggregate nominal amount of £0.60 provided that this authority shall, unless renewed, varied or revoked by the Company, expire 1 month after the date of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This resolution shall become effective on the receipt of the relevant subscription monies and should any of the investors listed in the attached Schedule of Investment fail to advance their subscription monies, the relevant shares shall not be allotted to that investor and the number of shares allotted shall be adjusted down accordingly.

BY SPECIAL RESOLUTION

6. DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, subject to the passing of resolution 7 in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 7, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall be limited to the nominal amount and time period specified in resolution 7 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

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

The undersigned, all persons entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agree to the Resolutions:

Signed by Simon Bottomley

Date:

Signed by Adrian Chapman

Date:

Signed by Michaela Chapman

Date

## NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:

By hand: delivering the signed copy to Charlotte Winton.

E-signature: by following the procedure on the copy of this document sent to you by [charlotte@winton.biz](mailto:charlotte@winton.biz) via AdobeSign.

Post: returning the signed copy by post to Winton & Winton Ltd, Wessex House, Oxford Road, Newbury RG14 IPA.

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to [charlotte@winton.biz](mailto:charlotte@winton.biz)

If you do not agree to 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. Unless, within 30 days of the circulation date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

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.