

Company number: 09670915

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN ORDINARY AND SPECIAL RESOLUTIONS
OF
J.CARTER SPORTING CLUB LIMITED (the Company)

UNDER CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006

By written resolutions dated 20 September 2023, members representing a simple majority of the total voting rights of members who were entitled to vote on the resolutions on their circulation date agreed to the following resolution being passed as an ordinary resolution:

Ordinary resolution

1. THAT, subject to resolutions 2 and 3 being passed, in accordance with article 12 of the Company's articles of association and section 551 of the Act, the directors be and hereby are authorised to allot new preference shares of £0.001 each in the capital of the Company (the **New Preferred Shares**) or grant rights to subscribe for, or convert any security into, shares in the Company up to an aggregate nominal amount of £22.888. This authority shall, unless renewed, varied or revoked by the Company, expire at 11.59 p.m. (London time) on 31 December 2024 provided that the Company may, before such expiry, make an offer or agreement which would or might require New Preferred Shares to be allotted or rights to subscribe for, purchase or convert any security into shares to be granted after such expiry and the directors may allot such New Preferred Shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

By written resolutions dated 20 September 2023, members representing not less than 75% of the total voting rights of members who were entitled to vote on the resolutions on their circulation date agreed to the following resolutions being passed as special resolutions:

Special resolutions

2. THAT, subject to, and with effect only from, the first allotment of New Preferred Shares, the articles of association set out in the document sent or submitted to every eligible member with this resolution be and are hereby approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company adopted on 11 November 2022 (the **Existing Articles**).
3. THAT, subject to resolutions 1 and 2 being passed, in accordance with article 12.4 of the Existing Articles the directors of the Company be and are hereby generally authorised to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 1 and for all purposes whatsoever, as if the pre-emption provisions contained in the Existing Articles, the Act, any shareholders' agreement relating to the Company or otherwise howsoever arising did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £11.444. This authority shall expire at 11.59 p.m. (London time) on 31 December 2024 and all previous unutilised

authorities under section 570 of the Act or under the Existing Articles shall cease to have effect (save to the extent that the same are exercisable pursuant to section 570(4) of the Act by reason of any offer or agreement made prior to the date of this resolution which would or might require equity securities to be allotted on or after that date).

DocuSigned by:

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Director