

ALLEGRO HEALTH & FITNESS LIMITED (Company No. 10413041) (Company)

THE COMPANIES ACT 2006

### **WRITTEN RESOLUTION OF THE MEMBERS**

Pursuant to section 288 of the Companies Act 2006 (**CA 2006**) we, the undersigned, being the members of the Company who (at the date of circulation of this resolution) would be entitled to vote on this resolution, signify agreement to and pass the following as a special resolution of the Company by way of a written resolution.

#### **SPECIAL RESOLUTION**

##### **Part 1 – Ordinary Shares issue**

1. That the company be empowered to issue up to 1000 ordinary shares of £0.01 each in the Company; provided that this authority shall, unless renewed, varied, or revoked by the Company, expire within 3 years of the date that it is passed.

##### **Part 2 – Redeemable preference shares class creation and issue**

2. That the company be empowered to create and issue 1000 redeemable preference shares of £0.01 each, provided that this authority shall, unless renewed, varied, or revoked by the Company, expire within 3 years of the date that it is passed; the redeemable preference shares conferring the following rights on their holders;:
  - a. The right to vote
  - b. The right to participate in all approved dividend distributions.
  - c. The right to participate in any distribution of capital on winding up of the Company *pari passu*.
  - d. Redeemable by the company at any time at £51.60 per share

We, being the eligible members of the Company, hereby signify our irrevocable agreement to the Resolutions.

The Members:

**Cassandra Georgouras**

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Cassandra Georgouras

Date

1/4/2022  
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**Stephen John Bower**

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Stephen John Bower

Date

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**Nicholas Boyd**

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Nicholas Boyd

Date

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**Maybach Holdings PTY Ltd ATF The Horner Legacy Fund**

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Maybach Holdings PTY Ltd ATF The Horner Legacy Fund

Date

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**Signed for and on behalf of Maybach Holdings PTY Ltd ATF The Horner Legacy Fund by**  
\_\_\_\_\_ **; a director**

**Sarah Horner**

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Sarah Horner

Date

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**Vineta Salale**

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Vineta Salale

Date

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Susana Kenyon-Muir

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Susana Kenyon-Muir

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Date

#### EXPLANATORY STATEMENT TO MEMBERS

(This explanatory statement is not part of any proposed written resolution.)

- 1 This document is proposed by the board of directors of the Company.
- 2 This document is sent to members on 1/4/2022 2022 (Circulation Date).
- 3 "Eligible members" are the members who are entitled to vote on the resolution on the Circulation Date.
- 4 If you wish to signify agreement to this document, please follow the procedure below:
  - (a) you (or someone acting on your behalf) must sign, print your name beneath and date this document;
  - (b) if someone else is signing this document on your behalf under a power of attorney or other authority, please send a certified copy of the relevant power of attorney or authority when returning this document;
  - (c) please return the document to the Company at 23 Allison Road, London, England, W3 6HZ or hand it to the chairman of the board in person;

To be valid, this document must be received no later than 28 days after the Circulation Date

- 5 If this document is not received by this time your vote will not count. Unless sufficient eligible members sign and return this document by that deadline, the proposed written resolution will lapse.
- 6 Please note that it is not possible to withdraw your consent once this document, signed by you or on your behalf, has been duly received.