

**THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**RECREATIONAL FITNESS LIMITED (the "Company")  
(CRN: 10727084)**

(adopted by written resolution passed on 11 August 2023)

**1. Interpretation**

1.1 The following definitions and rules of interpretation apply in these Articles:

**Articles:** means the Company's articles of association for the time being in force.

**Model Articles:** means the model articles for private companies limited by shares contained in Schedule 1 to The Companies (Model Articles) Regulations 2008 (SI 2008/3229), as amended prior to the date of adoption of these Articles.

1.2 A reference in these Articles to:

1.2.1 an Article is a reference to the relevant numbered article of these Articles;

1.2.2 a Model Article is a reference to the relevant article in the Model Articles,  
unless expressly provided otherwise.

1.3 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Companies Act 2006 shall have those meanings in these Articles.

**2. Adoption of the Model Articles**

2.1 The Model Articles shall apply to the Company, except insofar as they are modified or excluded by these Articles or are inconsistent with these Articles, and, subject to any such modifications, exclusions or inconsistencies, shall together with these Articles constitute the articles of association of the Company to the exclusion of any other articles or regulations set out in any statute or in any statutory instrument or other subordinate legislation.

2.2 Model Article 11(2) shall be deleted and replaced with the following, "The quorum for directors' meetings shall be one where there is only one director appointed. Where there is more than one director appointed, the quorum shall be two. Nothing in these Articles requires the company to appoint more than one director."

**3. Share capital**

3.1 The Company's share capital is split into two classes as follows:

3.1.1 A ordinary shares of £0.01 each (the **A Ordinary Shares**); and

3.1.2 B ordinary shares of £0.01 each (the **B Ordinary Shares**).

- 3.2 The A Ordinary Shares and the B Ordinary Shares shall each constitute different classes of shares for the purposes of the Companies Act 2006 save that dividends may be declared and paid separately on each class of share.
- 3.3 The A Ordinary Shares and B Ordinary Shares confer the following rights on their holders:
  - 3.3.1 equal rights of participation and repayment on a winding up or other return of capital; and
  - 3.3.2 entitlement to receive notice of and to attend and speak at any general meeting of the Company, if they are present in person or by proxy they shall, on a show of hands, have one vote each, and, on a poll, have one vote for every share of which they are the holder.