

**Company Number: 13349818**

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**OF**

**ROKSTONE SPORTS AND PRIZE INDEMNITY LIMITED**

**(the "Company")**

**CIRCULATION DATE:** 31 May 2022

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

**SPECIAL RESOLUTIONS**

1. That the amended articles of association of the Company, in the form attached to these Resolutions in the Appendix (the "**New Articles**"), are hereby adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.
2. That subject to the passing of the resolution referred to in paragraph 4 below and in accordance with section 570 of the Act, the sole director be generally empowered to allot shares or grant Rights (as defined in these Resolutions) pursuant to the authority conferred by the resolutions referred to in paragraph 4 below, as if section 561(1) of the Act did not apply to any such allotment.

**ORDINARY RESOLUTIONS**

3. That the following new classes of shares are created in the Company:
  - a. a new class of A ordinary shares of £1 each, having the rights and being subject to the restrictions set out in the New Articles; and
  - b. a new class of B ordinary shares of £1 each, having the rights and being subject to the restrictions set out in the New Articles.
4. That in accordance with section 551 of the Act, the directors of the Company be generally and unconditionally empowered to allot shares in the Company or grant rights to subscribe for or to convert any security in to shares in the Company ("**Rights**") pursuant to the authority conferred by the resolution referred to in paragraph 2 above, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall:
  - a. be limited to the allotment of:

- i. ordinary shares up to an aggregate nominal amount of £10;
  - ii. A ordinary shares up to an aggregate nominal amount of £80; and
  - iii. B ordinary shares up to an aggregate nominal amount of £40, and
- b. expire on the fifth anniversary of the date of passing these Resolutions (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 shares to be allotted or Rights to be granted after such expiry and the sole director may allot shares or grant Rights in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

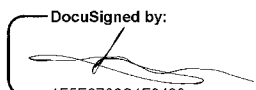
This authority revokes and replaces all unexercised authorities previously granted to the sole director but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

## AGREEMENT

**Please read the notes attached to this document before signifying your agreement to the Resolutions.**

We, the undersigned, being the only person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.

Signed:

DocuSigned by:  
  
1F5E9706C1F9438  
**Rokstone Group Limited**

Dated:

31 May 2022

## NOTES

1. You can choose to agree to all the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated on the previous page and returning it to the Company before the end of the period of 28 days beginning with the Circulation Date (the "Lapse Period") by attaching a scanned copy of the signed document to an email and sending it to [Raeesa.Chowdhury@dwf.law](mailto:Raeesa.Chowdhury@dwf.law). Please enter "Written resolution – Rokstone Sports and Prize Indemnity Limited" in the email subject box.
2. If you do not agree with the Resolutions, you do not need to do anything. Failure to respond will not be treated as agreement to the Resolutions.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. The Resolutions are passed when the required majority of eligible members have signified their agreement to them.
5. If the Resolutions are not passed before the end of the Lapse Period, they will lapse. If the Company receives your signed document after the end of the Lapse Period your agreement to the Resolutions will be ineffective.
6. 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.

## **Appendix – New Articles**