

Company number: 13996010

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

O AND A SPORTS GROUP LIMITED

(the "Company")

26 October 2023 (the "**Circulation Date**")

Pursuant to Chapter 2 Part 13 Companies Act 2006 (the "**CA 2006**"), the directors of the Company propose that resolution 1 be passed as an ordinary resolution and resolution 2 be passed as a special resolution (each a "**Resolution**" and together, the "**Resolutions**") (together, the "**Resolutions**").

1. Resolution 1 – Ordinary Resolution – Authority to allot

THAT consent is provided and the directors are generally and unconditionally authorised for the purposes of s 551 of the CA 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company on and subject to such terms as the directors may determine up to an aggregate nominal amount of £15,000 at a minimum price of £250 per share having the rights and subject to the restrictions set out in the Company's articles of association (the "**Articles**") **provided that:**

- (a) (unless previously revoked, varied or renewed by the Company) this authority will expire on the date which is 12 calendar months after the date of this Resolution 1, save that the directors may, before this authority expires, make offers or agreements which would or might require shares in the Company to be allotted, or rights to subscribe for or convert securities into shares to be granted, after its expiry and the directors may allot shares or grant rights to subscribe for or convert securities into shares pursuant to such offers or agreements as if this authority had not expired; and
- (b) this authority replaces all subsisting authorities previously granted to the directors for the purposes of s 551, which, to the extent unused at the date of this resolution, are revoked with immediate effect, without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made under such authorities.

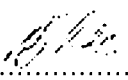
2. Resolution 2 – Special Resolution – Dis-application of pre-emption rights

THAT the directors be generally empowered to allot equity securities (as defined in s 560 of the CA06) pursuant to the authority conferred in Resolution 1 (i) for the purposes of article 11.1 of the Articles and (ii) as if any rights of pre-emption the shareholders of the Company may have (howsoever arising) shall not apply to such allotment.

AGREEMENT

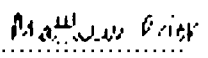
Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, being all the persons entitled, or who are duly authorised on behalf of all the persons entitled to vote on these Resolutions on the Circulation Date (being the eligible members of the Company for the purposes of section 289 of the Companies Act), hereby irrevocably agree to all of the Resolutions for all purposes.

Signed by: 

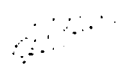
NICHOLAS GONELLA

Date: 27 October 2023

Signed by: 

MATTHEW PRIOR

Date: 27 October 2023

Signed by: 

JAMAS HODIVALA

Date: 27 October 2023

Signed by: 

CHRIS PEPLOE

Date: 28 October 2023

NOTES:

- (1) Eligible members are the members of the Company who would have been entitled to vote on the Resolutions on the Circulation Date.
- (2) You can choose to agree to the Resolutions or not. If you agree, please signify your agreement by signing and dating this document where indicated above and returning it either by hand or by email to matt@gooverandabove.com, by no later than 5pm 28 days after the Circulation Date stated above.
- (3) The Resolutions will lapse at 5pm on the date 28 days after the Circulation Date if not passed by that date. If you agree to any of the Resolution, please ensure that this document reaches us before or on this date. Any duly signed Resolution received after that date will not be counted.
- (4) If you do not agree to any of the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- (5) Once you have signified your agreement to any of the Resolutions by signing and returning this document to the Company you may not revoke your agreement.