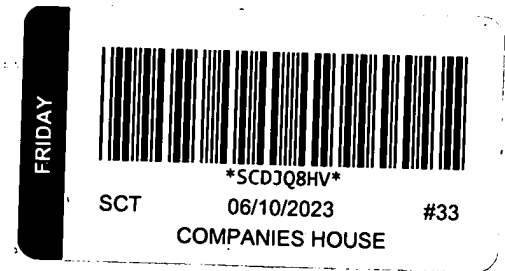


Resolutions in writing

Of



Morton Club Together Ltd
(The "Company")
(Company Number SC635320)

Passed on 25 September 2023

By a written resolution agreed to in accordance with the Companies Acts by or on behalf of the required number of the members of the company who, at the date of circulating the resolution, were entitled to vote on the resolution the following resolutions of the company were duly passed:

Special Resolutions

1) Delete paragraph 1.9 (b) and replace with: -

1.9 (b) the insertion in article 7(2) of the words "(for so long as they remain the sole director)" after the words "and the director may".

2) Delete paragraph 6 and 6(a) and replace with: -

6. GUARANTEE

The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while they are a member or within one year after they cease to be a member, for:

(a) payment of the Company's debts and liabilities contracted before they cease to be a member,

3) Delete paragraph 10 and replace with: -

10. CASTING VOTE

If the numbers of votes for and against a proposal at a meeting of directors are equal, the chairperson or other director chairing the meeting shall have a casting vote.

4) Delete paragraph 11.3 (e) and 11.3 (f) and replace with: -

11.3

(e) provide that, where the Interested Director obtains, or has obtained (through their involvement in the Conflict and otherwise than through their position as a director of the Company) information that is confidential to a third party, they shall not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence; and

(f) permit the Interested Director to absent themselves from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters.

5) Delete Paragraph 11.4 and replace with: -

11.4. Where the directors authorise a Conflict, the Interested Director shall be obliged to conduct themselves in accordance with any terms and conditions imposed by the directors in relation to the Conflict.

6) Delete paragraph 11.6 and replace with: -

11.6 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which they derive from or in connection with a relationship involving a Conflict which has been authorised by the directors in accordance with these Articles or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

7) Delete paragraph 11.7, 11.7 (b), 11.7 (c), 11.7 (d) and 11.7 (f) and replace with: -

11.7 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act, and provided they have declared the nature and extent of their interest in accordance with the requirements of the Act, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company:

(b) shall be an Eligible Director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such existing or proposed transaction or arrangement in which they are interested;

(c) shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which they are interested;

(d) may act by themselves or their firm in a professional capacity for the Company (otherwise than as auditor) and they or their firm shall be entitled to remuneration for professional services as if they were not a director;

(f) shall not, save as they may otherwise agree, be accountable to the Company for any benefit which they (or a person connected with them (as defined in section 252 of the Act)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of their duty under section 176 of the Act.

8) Delete paragraph 14.7 and replace with: -

14.7 The directors may at any time appoint any Member of the Company complying with the requirements of articles 15.1 and 15.2 as a director, either to fill a casual vacancy in the board of directors or as an additional director, provided that the appointment does not cause the number of directors in office for the time being to exceed any maximum number fixed or otherwise determined in accordance with these Articles. Any director so appointed shall hold office until the annual general meeting next following such appointment but, if they are appointed less than 35 days before the date appointed for holding that annual general meeting, they shall (unless otherwise determined by the directors) not retire at that annual general meeting but shall hold office until the next annual general meeting.

9) Delete paragraph 15.2 (a), 15.2 (c) and 15.2 (e) and replace with: -

15.2 No person shall be eligible for appointment as a director who:

(a) is subject to a sequestration order or has in place any arrangement or composition with their creditors or the equivalent thereof in any jurisdiction to which the person is subject;

(c) has, within five years before the day of nomination or appointment, been convicted in the United Kingdom of any offence and has had passed on them a sentence of imprisonment (whether suspended or not) for a period of not less than three months without the option of a fine;

(e) has, within five years before date of their nomination or appointment, had a football banning order issued to them.

10) Delete paragraph 15.3 and replace with: -

15.3 No Member other than a director retiring at the meeting under article 14.4 (who shall be eligible for election without nomination) shall be eligible for appointment as a director at an annual general meeting except with the consent of the directors, such consent not to be unreasonably withheld or delayed, and unless nominated for election by notice in writing signed by not less than 12 Members (or, if less, one tenth of the total number of Members at the time), each of whom (i) has been a Member throughout the period of six months ending with the date of nomination (subject to article 15.6), (ii) is aged 16 years or more, and (iii) is duly qualified to attend and vote at the annual general meeting.

Any such notice must be delivered to the registered office of the Company, addressed to the Company, not less than 42 clear days before the date appointed for the meeting, and must be accompanied by a statement signed by the candidate stating (i) their willingness to be appointed,

and (ii) the particulars which would, if they were appointed, be required to be including in the Company's register of directors. The notice may consist of several documents in like form, each signed by one or more of the nominating Members. Any nomination received less than 42 clear days before the date appointed for the annual general meeting shall be ineffective and shall not be carried forward as a nomination for the next election at the next annual general meeting.

11) Delete paragraph 15.5 and replace with: -

15.5 If, on the election of directors, there are more candidates than vacancies to be filled by the election, each Member entitled to vote in the election shall have one vote in respect of each vacancy but cannot be required to cast all or any of their votes.

12) Delete with paragraph 15.6 (a) and replace with: -

15.6. (a) each member entitled to vote in the election shall have one vote in respect of every candidate, but cannot be required to cast all or any of their votes;

(c) a candidate shall be elected if, and only if, more votes are cast for them than against them.

12) Delete paragraph 15.8 and replace with: -

15.8 Unless otherwise determined by the directors, a candidate for election may not withdraw their nomination after the notice of the meeting at which the election is to be conducted or (as the case may be) the notice of postal ballot or electronic ballot is sent to Members.

13) Delete paragraph 16 (a), 16 (b) and 16 (c) and replace with: -

16. VACATION OF OFFICE OF DIRECTOR

Article 18 of the Model Articles shall be amended by the addition of the following events upon the occurrence of which a person shall cease to be a director:

(a) they cease to be a member.

(b) all of the other directors resolve that they cease to be a director.

(c) they are absent without the permission of the directors from directors' meetings for six consecutive months and the directors decide that their office be vacated.

14) Delete paragraph 19.1 and replace with: -

19.1 No person shall become a Member unless they have paid or committed to pay, the membership fee set down from time to time by the directors and applied to the Company using any applicable application process approved by the directors.

15) Delete with paragraph 20.2 and replace with: -

20.2 A person under the age of 16 years may be a Member, but shall not be entitled to vote at any general meeting of the Company held before they reach the age of 16.

16) Delete paragraph 22.2, 22.2(a), 22.2 (b), 22.2 (c) and replace with: -

22.2. The directors may terminate the membership of any Member without their consent by giving them written notice if, in the reasonable opinion of the directors:

(a) they are guilty of conduct which has or is likely to have a serious adverse effect on the Company or bring the Company or any or all of the Members and directors into disrepute; or

(b) they have acted or has threatened to act in a manner which is contrary to the interests of the Company as a whole; or

(c) they have failed to observe the terms of these Articles and the Rules.

17) Delete paragraph 22.3 and replace with: -

22.3. The notice to the Member under article 22.2 must give the Member the opportunity to be heard in writing or in person as to why their membership should not be terminated. The directors must consider any representations made by the Member and inform the Member of their decision following such consideration. There shall be no right to appeal from a decision of the directors to terminate the membership of a Member.

18) Delete paragraph 22.4 and replace with: -

22.4. A Member whose membership terminates pursuant to this article 22, and a Member who withdraws from membership under article 22.1 of the Model Articles, shall not be entitled to a refund of any contribution, subscription or entrance fee, and shall remain liable to pay to the Company any subscription or other sum owed by them.

19) Delete paragraph 24.2 and replace with: -

24.2. The directors may make arrangements for Members and proxies who are entitled to attend and participate in a general meeting, but who cannot be seated in the main meeting room where the chairperson will be, to attend and take part in a general meeting in an overflow room or rooms. Any overflow room must have appropriate links to the main room and must enable audio-visual communication between the meeting rooms throughout the meeting.

20) Delete paragraph 24.5 (a), 24.5 (e) and 24.5 (f) and replace with: -

24.5. (a) for the purposes of these Articles, any general meeting of the Company taking place at two or more locations shall be treated as taking place where the chairperson of the meeting presides (the "principal meeting place") and any other location where that meeting takes place is referred in these Articles as a "satellite meeting".

(e) if there is a failure of communication equipment or any other failure in the arrangements for participation in the meeting at more than one place, the chairperson may adjourn the meeting in accordance with these Articles. Such adjournment will not affect the validity of such meeting, or any business conducted at such meeting up to the point of adjournment, or any action taken pursuant to such meeting; and

(f) a person ("satellite chairperson") appointed by the directors shall preside at each satellite meeting. Every satellite chairperson shall carry out all requests made of them by the chairperson of the meeting, may take such action as they think necessary to maintain the proper and orderly conduct of the satellite meeting and shall have all powers necessary or desirable for such purposes.

21) Delete paragraph 25.2 and replace with: -

25.2. The chairperson of a general meeting shall take such action as they think fit to promote the orderly conduct of the business of the meeting as laid down in the notice of the meeting, and the chairperson's decision, taken in good faith, on matters of procedure or arising incidentally from the business of the meeting shall be final, as shall be their determination as to whether any matter is of such a nature.

22) Delete paragraph 25.3 and replace with: -

25.3. The chairperson may invite any person to attend and speak at any general meeting of the Company whom the chairperson considers to be equipped with knowledge or experience of the Company's activities to assist in the deliberations of the meeting.

23) Delete paragraph 28.1 and replace with: -

28.1. Polls at general meetings must be taken when, where and in such manner (including the use of ballot or voting papers or tickets) as the chairperson of the meeting directs.

24) Delete paragraph 28.2 and replace with: -

28.2. The chairperson of the meeting may appoint scrutineers (who need not be Members) and decide how and when the result of the poll is to be declared.

25) Delete paragraph 29.8 and replace with: -

29.8. at the meeting at which the poll was demanded to the chairperson, secretary (if any) or any director.

26) Delete paragraph 30.4 and replace with: -

30.4. A director or the Company Secretary (if any) may require the representative to produce evidence of their authority reasonably satisfactory to them before permitting them to exercise their powers.

27) Delete paragraph 37.1 (a) and 37.1 (b) and replace with: -

37.1. (a) each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by them as a relevant officer in the actual or purported execution and/or discharge of their duties, or in relation to them, including any liability

incurred by them in defending any civil or criminal proceedings, in which judgment is given in their favour or in which they are acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on their part or in connection with any application in which the court grants them, in their capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company or any subsidiary of the Company; and

(b) the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by them in connection with any proceedings or application referred to in sub-paragraph (a) above and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

A handwritten signature in black ink, appearing to read 'David McCuskey', with a stylized, sweeping flourish extending from the end of the name.

DAVID MCCUSKEY

4th OCTOBER 2023