

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
LITTLE KICKERS HOLDINGS LIMITED
(the "Company")

24 October 2022 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the director of the Company proposes that the following resolutions be passed as special resolutions (the "**Resolutions**") and we, the undersigned, being or representing the sole member of the Company for the time being entitled to receive notice of and attend and vote at a general meeting of the Company hereby signify agreement to and pass the Resolutions:

SPECIAL RESOLUTIONS

1. **THAT** the articles of association of the Company be amended by inserting new Articles 25 and 26 as follows:

***"25** Notwithstanding anything contained in these Articles, (i) any pre-emption rights on a transfer of shares conferred on existing members by these Articles or otherwise shall not apply to; and (ii) the directors shall not decline to register nor suspend registration of, any transfer of shares where such transfer is:*

***(i)** in favour of any bank or institution or any person acting as agent, security agent or trustee on behalf of any such bank or other institution (or any nominee or nominees or transfer or transferee of such bank or institution or person acting as agent, security agent or trustee on behalf of any such bank or other institution) (a "**Secured Institution**") to whom such shares have been charged by way of security;*

***(ii)** duly executed by a Secured Institution or its nominee to whom such shares shall (including any further shares in the Company acquired by reason of its holding of such shares) have been charged as aforesaid, pursuant to the power of sale or other power under such security; or*

***(iii)** is delivered to the Company for registration by a Secured Institution or its nominee in order to register the Secured Institution as legal owner of the shares or in order to transfer the shares to a third party upon disposal or realisation of shares;*

and a certificate by any officer of the Secured Institution that the relevant transfer is within paragraph 25 (i), 25 (ii) or 25 (iii) above shall be conclusive evidence of that fact."

***"26** Notwithstanding anything contained in these Articles, any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a Secured Institution or which are transferred in accordance with the provisions of Article 25."*

2. **THAT**, the existing articles of association shall be renumbered accordingly.

Company Number: 05153693

AGREEMENT

Please read the notes at the end of this document before signing your agreement to the Resolutions. The undersigned, being the sole shareholder of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Signed by:

Kyle Squillario
**A Officer for and on behalf of
SS Acquisition, LLC**

Date: 24 October 2022

Company Number: 05153693

NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated next to your name above and returning it to the Company using one of the following methods:
 - **By Hand:** by delivering the signed copy to the registered office marked for the attention of the Director.
 - **Post:** by returning the signed copy by post to the registered office marked for the attention of the Director.
 - **Email:** by attaching a scanned copy of the signed document to an email and sending it to the Director.
 - **By DocuSign (or similar e-signature platform):** by following the instructions contained in the envelope to complete your signing process.
2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, by the 28th day following the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
4. 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.