

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**OF**  
**ACTIVE AWAY LIMITED (the "Company")**

\_\_\_\_\_ 3 March 2021 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 and 2 are passed as ordinary resolutions ("**Ordinary Resolutions**") and resolutions 3, 4 and 5 are passed as special resolutions ("**Special Resolutions**").

**ORDINARY RESOLUTIONS**

1. **THAT** the 1,000 (one thousand) ordinary shares of £0.10 each in the issued capital of the Company being: (i) the 575 (five hundred and seventy five) ordinary shares of £0.10 each in the issued share capital of the Company registered in the name of Steven John Davies ("**SJD**"); (ii) the 275 (two hundred and seventy five) ordinary shares of £0.10 each in the issued share capital of the Company registered in the name of Matthew Allen ("**MA**"); and (iii) the 150 (one hundred and fifty) ordinary shares of £0.10 each in the issued share capital of the Company registered in the name of PJ Investment (Group) Limited (England & Wales CRN: 08819771) ("**PJI**") (such shares together being the entire issued share capital of the Company as at the time of the passing of this resolution), be sub-divided into 10,000 (ten thousand) ordinary shares of £0.01 each.
2. **THAT** the directors of the Company are authorised pursuant to section 551 of the Companies Act 2006 to allot and issue 527 (five hundred and twenty seven) ordinary shares of £0.01 each (credited as fully paid) in the capital of the Company ("**Shares**") to Joshua Josiah Thompson ("**JT**") for an aggregate issue price of £24.00 (twenty four pounds sterling).

**SPECIAL RESOLUTIONS**

3. **THAT**, subject to the passing of resolution 2 above, and in accordance with section 570 of the Companies Act 2006, the directors of the Company are generally empowered to allot the Shares referred to in resolution 2 above, pursuant to the authority conferred by resolution 2, as if section 561 of the Companies Act 2006 did not apply to any such allotment.

**Company No: 05972182**

4. **THAT** each of SJD, MA and PJI hereby waive their respective rights (if any) whether under the articles of association of the Company, or otherwise, to be allotted the Shares.

5. **THAT** the articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

## **AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolutions and the Special Resolutions.

We the undersigned, being all of the members of the Company, entitled to vote on the Ordinary Resolutions and the Special Resolutions on the Circulation Date, hereby irrevocably agree to the Ordinary Resolutions and the Special Resolutions:

Signed by **STEVEN JOHN DAVIES**



Date

.....  
3 March 2021

**575 (five hundred and seventy-five) ordinary shares of  
£0.10 each**

Signed by **MATTHEW ALLEN**



Date

.....  
3 March 2021

**275 (two hundred and seventy-five) ordinary shares of  
£0.10 each**

Signed by John Maurice Eastaff, Director, duly authorised,  
for and on behalf of **PJ INVESTMENT (GROUP) LIMITED**

Date

.....  
\_\_\_\_\_ 2021

**150 (one hundred and fifty) ordinary shares of  
£0.10 each**

**Company No: 05972182**

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Signed by **STEVEN JOHN DAVIES**

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Date

\_\_\_\_\_ 2021

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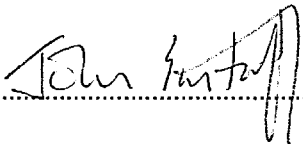
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