

THE SPORTS EDIT LIMITED

("Company")

WRITTEN RESOLUTION: CIRCULATED ON 15 February 2022

Note: This document is important and requires your immediate attention.  
Please read the explanatory statement to members before signifying your agreement to the resolution in this document.

EXPLANATORY STATEMENT TO MEMBERS

1. NATURE OF WRITTEN RESOLUTION

This document contains a proposed written resolution of The Sports Edit Limited for approval by you as a member of the Company. The Resolution is proposed as a special resolution and requires members holding not less than 75 per cent of the total voting rights of members entitled to vote on such resolution to vote in favour of them to be passed.

2. PERIOD TO APPROVE WRITTEN RESOLUTION

If the Company has not received the necessary level of members' agreement to pass the resolution by the date being 28 days from the date the resolution was first circulated to members ("Lapse Date"), the resolution will lapse.

3. ACTION REQUIRED IF YOU WISH TO APPROVE THE RESOLUTION:

3.1 Please signify your agreement to the resolution by signing and dating the document in the boxes provided and returning it to the Company.

3.2 Once you have signified your agreement to the resolution, you cannot revoke it. Please ensure that your agreement reaches us no later than the close of business on the Lapse Date.

4. ACTION REQUIRED IF YOU DO NOT WISH TO AGREE TO THE RESOLUTION:

You do not have to do anything. Failure to respond will not be treated as agreement to the resolution.

Company no. 09331295

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

THE SPORTS EDIT LIMITED

("Company")

Written resolution of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 proposed by the directors of the Company, proposed as a special resolution as detailed below:

SPECIAL RESOLUTION

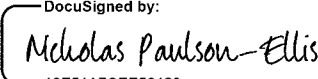
1. That the share capital of the Company is reorganised by re-designating 2,032,776 A ordinary shares of £0.01 each in the capital of the Company, registered in the name of Nicholas Paulson-Ellis as 2,032,776 C ordinary shares of £0.01 each in the capital of the Company, having the rights as set out in the Company's articles of association.

Circulation date: 15 February 2022

Registered office: Studio 419, The Print Rooms, 164/180 Union Street, London, Greater London, United Kingdom, SE1 0LH

Agreement to written resolution

We, the undersigned, being persons entitled to vote on the above resolution, irrevocably agree to such resolution:

Name of member:	..... Nicholas Paulson-Ellis	15 February 2022 Dated: .....
Signed:	<small>DocuSigned by:</small>  <small>10E51A7C2E504231...</small>	

Name of corporate member:	Robert Lyons as attorney for and on behalf of Marks and Spencer P.L.C. (company number 00214436) acting under a voting power of attorney granted in its favour pursuant to a share purchase agreement between (1) Marks and Spencer P.L.C. (company number 00214436) and (2) Nicholas Paulson-Ellis and others on or around the date of this resolution	15 February 2022 Dated: .....
Name and position of signatory:	... Robert Lyons, Deputy Company Secretary, M&S Group plc	
Signed by authorised person on behalf of corporate member:	<small>DocuSigned by:</small> <b>Robert Lyons</b> <small>06A642A3F8C640E...</small>	