

**Company no. 13789278**

**Ordinary and Special Resolutions**

**of**

**Sport Republic Holding Ltd. (the "Company")**

Notice is hereby given that the following resolutions were duly passed as ordinary and special resolutions by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006 (the "Act") on 12 June 2023.

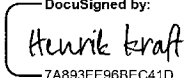
**IT IS RESOLVED:**

**ORDINARY RESOLUTION**

1. **THAT** in accordance with Section 551 of the Act, the Directors be generally and unconditionally authorised to issue and allot Class B Shares (having the rights set out in the articles of association of the Company) in the Company up to an aggregate nominal amount of £571.4284 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 December 2023. This authority revokes and replaces all unexercised authorities previously granted to the Directors.

**SPECIAL RESOLUTIONS**

2. **THAT**, subject to the passing of Resolution 1 and in accordance with Section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in Section 560 of the Act) pursuant to the authority conferred by Resolution 1, as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall:
  - a. be limited to the allotment of Class B Shares up to an aggregate nominal amount of £571.4284; and
  - b. expire on 31 December 2023 unless renewed, varied or revoked by the Company prior to or on that date.
3. **THAT** the articles of association appended to these Resolutions (the "**New Articles**") be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

Signed..........  
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Henrik Juel Kraft

Director