

No. 01422678

THE COMPANIES ACT 2006

WRITTEN RESOLUTION

-OF-

GOALS SOCCER CENTRES BRISTOL LIMITED  
(the "Company")

Circulation Date: 23 October 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the above-named company (the "Company") propose that the following resolutions (the "Resolutions") are passed as ordinary resolutions or special resolutions (as applicable as indicated below).

Unless otherwise defined herein, capitalised terms shall have the meaning attributed to them in the Facilities Agreement (as defined below).

ORDINARY RESOLUTIONS

APPROVAL OF FINANCE DOCUMENTS

1. THAT the execution, delivery and performance of the following documents to which the Company is proposed to be a party and all other related documents is likely to promote the success of the Company for the benefit of its members as a whole and is also to its commercial benefit, and the terms thereof and the transactions contemplated thereby are therefore approved:
  - 1.1 a revolving credit facility agreement dated on or about the date of this resolution to be entered into between, amongst others, (1) Northwind SS Limited as Original Borrower, (2) the Company and the Borrower as Original Guarantors, as set out in schedule 1 thereto and (3) Santander UK Plc as Lender (the "Facility Agreement");
  - 1.2 an intercreditor agreement dated on or about the date of this resolution to be entered into between, among others, (1) the Company as an Original Debtor, (2) the Lender and (3) the Subordinated Creditor (each term as defined therein);
  - 1.3 a debenture dated on or about the date of this resolution to be entered into between, among others, (1) the Company as a Chargor and (2) the Lender; and
  - 1.4 a certificate of the Company to be signed by one of its Directors, certifying and confirming matters set out therein,together the "Documents",
2. THAT notwithstanding anything in the Company's memorandum of association and articles of association or any personal interest of any of the Company's directors:



- 2.1 the terms of and the transactions contemplated by the Documents are in the best interests and for the commercial benefit of the Company and will be most likely to promote the success of the Company for the benefit of its members as a whole and are hereby approved and authorised; and
- 2.2 the directors (or secretary) of the Company be and are hereby authorised to approve the terms of, and cause the execution, delivery and performance of, the Documents and any other documents or notice in connection with the Documents with such amendments to them as they shall in their absolute discretion think fit.
3. **THAT** a director of the Company and/or the Company secretary have authority to sign and/or dispatch all other documents and notices to be signed and/or despatched by it under or in connection with the documents to which it is proposed to become a party.
4. **THAT** the Parent be appointed to act as agent of the Company in connection with the Finance Documents (as defined in the Facility Agreement).

#### **SPECIAL RESOLUTION**

1. **THAT** the articles of association of the Company be amended by the insertion of new article 12(a) (Participation in director's meetings) and article 20 (Removal of Restrictions on Transfer of Shares), the wording of which shall be as follows:

*"12(a) A meeting of the board of directors may be held between directors some or all of whom are in different places, whether by telephone or video conference or any other audio or audio visual communication media, provided always that the number of directors participating constitutes a quorum and provided that each director participating in the meeting can hear each of the other participants and can address of all of the other participants simultaneously."*

*"20 Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this Article 20 (to the effect that any provision contained in this Article 20 shall override any other provision of these articles):*

- 1 *The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:*

*(a) is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (Secured Institution) (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts); or*

*(b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or*


*(c) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,*

*and the directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.*

- 2     *The directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in Article 20.1(a) above).*
- 3     *The lien set out in article 4, shall not apply in respect of any shares which have been charged by way of security to a Secured Institution (as defined above).*

*Any variation of this Article shall be deemed to be a variation of the rights of each class of share in the capital of the Company."*

The undersigned, being the person(s) entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.

DocuSigned by:  
  
.....D25AE1E97B0219C.....

**Northwind 5S Limited**

Date: 23 October 2020

## NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company in hard copy, by e-mail, by fax or in electronic form.
2. Unless, within 28 days from the circulation date hereof, sufficient agreement has been received in order to pass the Resolutions, the Resolutions will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company on or before this date.
3. In the case of joint holders, the vote of the first-named in the register of members of the Company, whether in person or by proxy, will be accepted to the exclusion of that of the other joint holders.
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.