

**THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES  
COPY RESOLUTION**

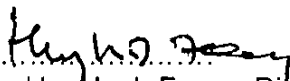
**Of**

**GRIPPLE LIMITED ("the Company")  
(Company number 01772901)**

**Dated 11 May 2023**

At the Annual General Meeting of the Company, duly convened and held in accordance with the Company's Articles of Association at the English Institute of Sport Sheffield, Coleridge Road, Sheffield, S9 5DA, the following resolution was passed as a Special Resolution:

- (1) That with effect from the end of the meeting, Article 13 of the articles of association of the Company be amended to incorporate the marked changes in the form appended to the notice of annual general meeting as set out below ("Amended Articles"). All other provisions of the articles of association shall remain unchanged

.....  
Signed by Hugh Facey, Director

Date: 11 May 2023

Appendix to Gripple Limited Annual General Meeting Notice  
(Amended Articles)

**TRANSFERS – GENERAL AND PERMITTED TRANSFERS**

- 13.1 The Directors shall not register the transfer of any share or any interest in any share unless the transfer is made in accordance with Articles 13.2, 13.3, 13.4, 13.5, 14.8 or 14.9 and in any case, is not prohibited by Article 13.6. Regulation 24 of Table A shall not apply to the Company;
- 13.2 Any Member may transfer shares for no or nominal consideration to FFF, GLIDE, the GLIDE Foundation and/or the Gripple Foundation and any such transfer shall be registered by the Directors;
- 13.2.1 Subject to the prior consent of the Share Transfer Committee, any transfer of shares may be made (a) by GLIDE or to GLIDE for a consideration agreed by the Member and GLIDE and (b) in the case of any share buyback by the Company, for a consideration agreed by the Company and the registered holder of the shares being bought back (as applicable), and any such transfer shall be registered by the Directors;
- 13.3 A member of the Facey Family and/or a member of the Panter Family may at any time transfer (or by will bequeath or otherwise dispose of on death) all or any shares held by him to a member of the Facey Family and/or a member of the Panter Family respectively and any transfer shall be registered by the Directors;
- 13.4 Any Original Member may at any time with the prior consent of the Share Transfer Committee transfer (or by will bequeath or otherwise dispose of on death) all or any Ordinary Shares held by him to a Privileged Relation (or jointly into the joint names of the Original Member and Privileged Relation) and any transfer shall be registered by the Directors;
- 13.5 If a permitted transfer is made under Article 13.4 to a spouse or civil partner of the Original Member ("**the Partner Transferee**") (or jointly to the Original Member and the Partner Transferee), the Partner Transferee shall within 20 days of ceasing to be the spouse or civil partner of the Original Member (whether by reason of divorce, annulment or otherwise) execute and deliver to the Company a transfer of the shares held (or jointly held) by him and shall if the Original Member so requests procure the execution and delivery to the Company of a transfer of any share previously held by him but which he has transferred under the provisions of Articles 13.4 (in each case) to the Original Member or, if so directed by the Original Member, to any other person to whom the Original Member would have remained the holder of the shares, have been permitted to transfer the shares pursuant to the provisions of Article 13.4 for such consideration as may be agreed between them, or in default of agreement at the Relevant Sale Price (or, in the case of shares in joint names with the Original Member, 50% of the Relevant Sale Price) determined in accordance with Article 14.2.3, failing which the Share Transfer Committee may resolve that the Partner Transferee (and the Original Member if in his joint name) and any person(s) to whom such shares have been transferred shall be deemed to have given a Transfer Notice on such date as the Share Transfer Committee determines in respect of the relevant shares. If any member defaults in transferring shares pursuant to this Article 13.5, the Share Transfer Committee may receive and give a good discharge for the relevant purchase money and authorise some person to execute the relevant share transfers in favour of the transferee(s) and shall enter the name(s) of the transferee(s) in the Register of Members as the holder of the shares so transferred.

- 13.6 The Company shall have the authority to buy back shares (of any class) in the Company subject always to complying with the provisions of the Companies Act 2006 and the Company's articles of association as adopted or amended from time to time and the provisions of Article 14 shall not apply to any such buy back of shares by the Company