

COMPANY NO. 03770548

**THE SPORTING EXCHANGE LIMITED**

(the *Company*)

**SHAREHOLDERS' WRITTEN RESOLUTIONS**

(Circulation Date: 30 November 2022) (the *Circulation Date*)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company have proposed that resolutions 11 to 12 below are passed as special resolutions (together the *Special Resolutions*).

In these written resolutions, unless the context otherwise requires, words and expressions used shall have the meaning given to them in the draft minutes of a meeting of the board of directors of the Company appended to these written resolutions.

**SPECIAL RESOLUTIONS**

It is resolved as a special resolution of the Company that:

11. the Company alter its articles of association (the "*Articles*") by deleting the entire text of Article 28 and Article 30, and all associated definitions, and replacing Article 28 as follows:

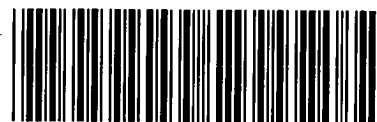
"Article 28.1: No transfer of any share, whether or not it is fully paid, shall be registered unless it shall first be approved by the directors who may, in their absolute discretion and without giving any reason, refuse so to do. The first sentence of Regulation 24 of Table A shall not apply.

Article 28.2: Notwithstanding anything else in these articles, the directors shall not decline to register any transfer of shares, nor suspend registration thereof, where such transfer:

- (a) is to any bank, institution or other person to which such shares have been charged by way of security, or to any nominee of such bank, institution or other person (or a person acting as agent or security trustee for such person) (a "**Secured Institution**");
- (b) is delivered to the company for registration by a Secured Institution or its nominee in order to perfect its security over the shares;
- (c) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security; or
- (d) executed by an administrator, receiver or manager appointed by or on behalf of a Secured Institution or its nominee, under any 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: (a) no transferor of any shares in the company or proposed transferor of such shares to a

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Secured Institution or its nominee, (b) no Secured Institution or its nominee, and (c) no administrator, receiver or manager appointed by or on behalf of a Secured Institution or its nominee, shall (in any 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 these articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.

Article 28.3: Any provisions in these articles constituting pre-emption or similar rights or imposing any restriction on the transfer of, or requiring the consent of any person for the transfer of, any share in the company shall not apply in relation to any transfer of a share in the company in any of the circumstances referred to in Article 28.2 above.

Article 28.4: Any present or future lien on shares howsoever arising which the company has shall not apply in respect of any shares which have been charged by way of security to, or otherwise secured in favour of a Secured Institution or which are transferred in accordance with the provisions of this Article:

For the purposes of this Article, "person" includes any person, individual, firm, company, corporation, government, state or agency of a state or any undertaking (within the meaning of section 1161(1) of the Companies Act 2006) or other association (whether or not having separate legal personality) or any two or more of the foregoing.

Article 30: Reserved."

12. the secretary of the Company is authorised to arrange all necessary and appropriate filings with the Registrar of Companies and entries in the books and registers of the Company.

## **AGREEMENT**

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

The undersigned, a person entitled to vote on the above resolutions on 30 November 2022, hereby irrevocably votes in favour of the Ordinary Resolutions and the Special Resolutions:

Signed by REDACTED

REDACTED .....

For and on behalf of  
**BETFAIR GROUP LIMITED**  
Dated

30 November 2022