

Company number: 07145431

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

B.T.C. ACTIVEWEAR HOLDINGS LIMITED
(the "Company")

Passed on 10 September 2020

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the following special resolutions were duly passed by the company as written resolutions:

SPECIAL RESOLUTIONS

1. That, in accordance with Section 239 of the Companies Act 2006, the members ratify the entry into Intragroup loans dated 24 February 2010 and 1 February 2011 and amendment agreements dated 12 June 2012, 9 December 2014, 29 September 2016 and 15 December 2017 in respect of the 2010 and 2011 intragroup loans, all documents being between BTC Holdings and Falk & Ross Group Equity GmbH ("F&R Equity"), the loan is repaid.
2. That, in accordance with Section 239 of the Companies Act 2006, the members ratify the creation of an intra-group balance between BTC Activewear Limited ("BTC Activewear") and BTC Holdings; the sum of the total debt owed by BTC Holdings to BTC Activewear being £4,779,164 as at 31 December 2018.
3. That, in accordance with Section 239 of the Companies Act 2006, the members direct BTC Holdings to direct BTC Activewear to circulate, for BTC Holdings to sign, a written resolution as the sole shareholder ratifying the creation of an intra-group balance between BTC Activewear and BTC Holdings; the sum of the total debt owed by BTC Holdings to BTC Activewear being £4,779,164 as at 31 December 2018.
4. That, in accordance with Section 239 of the Companies Act 2006, the members direct BTC Holdings to direct BTC Activewear to circulate, for BTC Holdings to sign, a written resolution as the sole shareholder ratifying the entry into a management service agreement between F&R Equity and BTC Activewear on 5 January 2014.
5. That, in accordance with Section 239 of the Companies Act 2006, the members direct BTC Holdings to direct BTC Activewear to circulate, for BTC Holdings to sign, a written resolution as the sole shareholder ratifying the conduct of Stephen Pope ("SP") and Charles Grose ("CG"), in their capacity as directors of BTC Activewear in respect of the lack of proper notice to all the directors of BTC Activewear of the board meetings at which the following dividends were approved, in breach of the company's articles of association dated 24 February 2010 (the "2010 Articles"):


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Dividend Date	Dividend Amount
31/12/2014	£315,000
31/12/2015	£263,000
31/12/2016	£215,000

thereby ratifying payment of the above dividends; and

6. That, in accordance with Section 239 of the Companies Act 2006, the members direct BTC Holdings to direct BTC Activewear to circulate, for BTC Holdings to sign, a written resolution as the sole shareholder ratifying the conduct of SP and CG, in their capacity as directors of BTC Activewear in respect of the approval by SP and CG of the annual accounts for the years 2012, 2013, 2014, 2015 and 2016 (the "Accounts") without the formal approval of the board of BTC Activewear, thereby approving the Accounts.

 CARL-DOMINIK FÖRSBERG
 Director, for and on behalf of
 B.T.C. Activewear Limited
 Holdings