

WRITTEN SPECIAL RESOLUTION

- of -

BROOKES SPORT LTD ("the Company")

The following Written Resolution of the members of the Company were duly proposed and passed on 4 October 2021, with Resolution 1 Which shall have effect as Ordinary Resolution and Resolutions 2 which shall have effect as Special Resolutions having been passed by the required majority of eligible members and which shall be as valid and effective for all purposes as if the same had been duly passed at a General Meeting of the Company duly convened and held:

ORDINARY RESOLUTION

- 1) THAT, 50 Ordinary Shares of £1.00 each in the capital of the Company be and are hereby re-classified as 10 A Ordinary Shares of £1.00 each in the capital of the Company having the rights and being subject to the restrictions set out in the Articles of Association adopted pursuant to the Special Resolution set out below.

SPECIAL RESOLUTION

- 2) THAT the new Articles of Association in the form attached to this resolution be approved and adopted as the Articles of Association of the Company in substitution for and to the entire exclusion of the Company's existing Articles of Association with new A Ordinary shares added as new classes of shares respectively and with the following rights attaching to each new class of share,

The A Ordinary Shares shall have attached to them full voting and capital distribution (including on winding up) rights; they shall have the right to a dividend as declared from time to time for that class of Shares but so that all classes of Ordinary Shares shall not rank pari passu for dividend entitlement purposes. The A Ordinary Shares are not redeemable.



Chairperson