

**Company number 08462753**  
**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**  
**OF**  
**SWINTON REDS 20 LIMITED**  
**(the Company)**

30 September  
.....2022 (**Circulation Date**)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the sole director of the Company (**Sole Director**) proposes that the resolution numbered 1 below is passed as an ordinary resolution and the resolution numbered 2 below is passed as a special resolution (**Resolutions**).

**ORDINARY RESOLUTION**

1. THAT, in accordance with section 618 of the Companies Act 2006, the 100 ordinary shares of £1 each in the issued share capital of the Company be sub-divided into 10,000 ordinary shares of £0.01 each, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing ordinary shares of £1 each in the capital of the Company as set out in the Company's articles of association to be adopted pursuant to resolution 2 below.

2. THAT, in accordance with section 551 of the CA 2006, the director be generally and unconditionally authorised to allot ordinary shares in the Company of £0.01 each up to an aggregate nominal amount of £4.75 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the day immediately preceding the date falling on six months after the date of the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the director of the Company may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the director of the Company but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

**SPECIAL RESOLUTION**

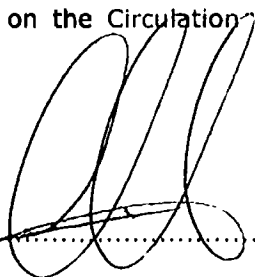
3. THAT, subject to the passing of resolution 2 and in accordance with section 571 of the CA 2006, the director(s) of the Company be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 2, as if section 561(1) of the CA 2006 did not apply to any such allotment.
4. THAT the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

## **AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned is entitled to vote on the Resolutions on the Circulation Date and hereby irrevocably agree to the Resolutions:

Signed by Clemente Morfuni for and on behalf  
of **AXIS FOOTBALL INVESTMENTS LTD**

  
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30 September 2022

Date

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