

Company No: 09914944

RIGHT TO DREAM LIMITED

(the “Company”)

Written Resolutions of the Members of the Company

Circulation date: 12 May 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the “**Act**”), the Directors propose that the following resolutions are passed (the “**Resolutions**”). Resolutions 1 to 5 are proposed as ordinary resolutions. Resolution 6 is proposed as a special resolution.

ORDINARY RESOLUTIONS

- 1** That each of the 2,750 B2 Ordinary Shares of £0.10 in the share capital of the Company, all of which are held by Man Sports (Cayman) Limited, be and is hereby re-designated as an A ordinary share of £0.10 (an “**A Ordinary Share**”), each such A Ordinary Share having the rights and restrictions as specified for the A Ordinary Shares as set out in the Articles of Association to be adopted pursuant to Resolution 6 below (the “**New Articles**”).
- 2** That each of the 2,250 B1 Ordinary Shares of £0.10 in the share capital of the Company held by Thomas Andrew Vernon in his capacity as trustee of The Thomas Andrew Vernon Flexible Life Interest Trust 2023 be and is hereby re-designated as a B ordinary share of £0.10 (a “**B Ordinary Share**”), each such B Ordinary Share having the rights and restrictions as specified for the B Ordinary Shares as set out in the New Articles.
- 3** That each of the 4,625 B1 Ordinary Shares of £0.10 in the share capital of the Company held by RTD UK Partners Ltd be and is hereby re-designated as a B Ordinary Share, each such B Ordinary Share having the rights and restrictions as specified for the B Ordinary Shares as set out in the New Articles.
- 4** That each of the 917 B1 Ordinary Shares of £0.10 in the share capital of the Company held by RTD USA Partners LLC be and is hereby re-designated as a C ordinary share of £0.10 (a “**C Ordinary Share**”), each such C Ordinary Share having the rights and restrictions as specified for the C Ordinary Shares as set out in the New Articles.
- 5** That each C1 Incentive Share, C2 Incentive Share and C3 Incentive Share of £0.10 in the share capital of the Company, all of which are held by RTD UK Partners Ltd, be and is hereby re-designated as a B Ordinary Share, having the rights and restrictions as specified for the B Ordinary Shares as set out in the New Articles.

SPECIAL RESOLUTION

- 6** That the Articles of Association in the form attached to this Resolution be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

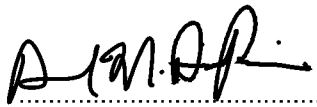
AGREEMENT

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

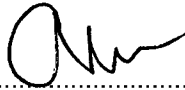
The undersigned, being persons entitled to vote on the Resolutions on 12 May 2023, hereby irrevocably agree to all of the Resolutions:




.....
For and on behalf of
MAN SPORTS (CAYMAN) LIMITED



For and on behalf of
RTD USA PARTNERS LLC



.....
For and on behalf of
RTD UK PARTNERS LTD



By

**THOMAS ANDREW VERNON IN HIS CAPACITY AS TRUSTEE OF THE THOMAS ANDREW
VERNON FLEXIBLE LIFE INTEREST TRUST 2023**

NOTES:

- 1** If you agree with the Resolutions please indicate your agreement by signing and dating this document where indicated above and returning it to the Company in one of the following ways:

 - **By Hand:** delivering the signed copy to Right to Dream Limited, 130 Shaftesbury Avenue, 2nd Floor, London, United Kingdom, W1D 5EU;
 - **Post:** returning the signed copy by post to Right to Dream Limited, 130 Shaftesbury Avenue, 2nd Floor, London, United Kingdom, W1D 5EU; or
 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to Phil Radley at pr@fcn.dk. Please enter "Written resolutions dated ____ May 2023" in the e-mail subject box.
- 2** If you have received the Resolution by e-mail you may also indicate your agreement by replying to the original e-mail containing the Resolution. For your agreement to be valid you must state your name and that you irrevocably agree to the Resolution.
- 3** If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 4** Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 5** Unless, by midnight on 9 June 2023 sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before this time.