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18/08/2017

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COMPANIES HOUSE

Company Number: 10612329

**PRIVATE COMPANY LIMITED BY SHARES****WRITTEN RESOLUTIONS OF****MILLETS PLAYBARN LIMITED (the "Company")****CIRCULATION DATE:**

**Pursuant to** Chapter 2 of Part 13 of the Companies Act 2006 ("**Act**"), the directors of the Company hereby propose that the following resolutions be passed as ordinary and special resolutions respectively (the "**Resolutions**"):

**ORDINARY RESOLUTION**

- 1. THAT**, in accordance with section 551 of the Act, the directors of the Company be generally and unconditionally authorised to allot shares in the Company up to the aggregate amount of £400,000, by way of the allotment of 200,000 "A" ordinary shares of £1.00 each to Antony Carter and 200,000 "A" ordinary shares of £1.00 each to Nigel Carter, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date being five years from the date of this resolution.

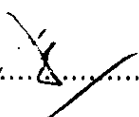
**SPECIAL RESOLUTION**

- 2. THAT**, with effect from the date of this resolution, the articles of association of the Company be amended as follows:
- article 8.1 shall be deleted in its entirety and replaced with a new article 8.1 to read "*Not used*";
  - the words "*and to Article 8.4 below*" shall be removed from article 8.2. The remainder of article 8.2 shall remain unchanged; and
  - article 8.4 shall be deleted in its entirety and replaced with a new article 8.4 to read "*Not used*".

## 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 the circulation date stated above, hereby irrevocably agree to the Resolutions:

  
.....

**NIGEL JOHN CARTER**

*15/08/17*  
.....

**Dated**

  
.....

**ANTONY DAVID CARTER**

*15/08/17*  
.....

**Dated**

## NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- By Hand: delivering the signed copy to the company secretary at the registered office of the Company.
- Post: returning the signed copy by post to the company secretary at the registered office of the Company.

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.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

3. Unless, prior to 28 days from the date of the Resolutions, 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 or during this date.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.