

WRITTEN RESOLUTIONS

SECTION 288 OF THE COMPANIES ACT 2006

COMPANY: UNITED FITNESS BRANDS LTD.

COMPANY NUMBER: 12949685

Circulation Date: 6 June 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that subject to obtaining shareholder consent in accordance with the terms of a shareholders' agreement between the members of the Company and the Company dated 21 December 2021, the following resolutions are passed as ordinary resolutions in the case of resolutions 1 and 2 below and as special resolutions in the case of resolutions 3 and 4 below (the **Resolutions**).

ORDINARY RESOLUTIONS

To:

1. Authorise the directors generally and unconditionally for the purposes of section 551 of the Companies Act 2006 (2006 Act) to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £68,588.72 provided that this authority is for a period expiring five years from the date of this resolution but the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all subsisting authorities, to the extent unused.
2. That each of Aneil Handa and Paul Greenslade, having consented to act, be appointed as an additional director of the Company with immediate effect.

SPECIAL RESOLUTIONS

3. THAT, subject to the passing of the resolution 1 above, and in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 1 above, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall:
 - a. be limited to the allotment of equity securities up to an aggregate nominal amount of £68,588.72; and
 - b. expire five years from the date of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

4. THAT the draft articles of association attached to this resolution be adopted, with immediate effect as from the passing of this resolution, 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 indicating your agreement to the Resolution.

The undersigned, being all the members of the Company entitled to vote on the Resolutions on the Circulation Date, hereby agree to the Resolutions.

Signed: Date:

Hilary Rowland

Signed: Date: 09/06/22
DocuSigned by:
Robert David Rowland
35AF8BF7A680488.....

Director (For and on behalf of Rowland Corporation Ltd)

Signed: Date: 09/06/22
DocuSigned by:
Robert David Rowland
35AF8BF7A680488.....

Robert Rowland

Signed: Date:

Melissa Blau

Signed: Date:

Jonathan Corrie

Signed: Date:

By David Till as Authorised Signatory of Pembroke Investment Managers LLP For and on behalf of
Pembroke VCT PLC

Signed: Date:


Pierre Andurand

Signed: Date:
Peter Dubens

Signed: Date:
Scott Rudmann

Signed: Date:
Paul Greenslade

Signed: Date:

DocuSigned by:

346534339A72456

10/622
Robert Julian Daniel Leboff

Signed: Date:
David Lloyd

Signed: Date:
Justin Crewe

Signed: Date:
Greg Allon

Signed: Date:
Tom Street

Signed: Date:
Director (For and on behalf of Crowdcube Nominees Ltd)

Signed: Date:
Joe Edward Cohen

Signed: Date:
Aneil Handa

Signed: Date:
Naveen Handa

Signed: Date:
Pritpal Singh Ahluwalia

Signed: Date:
Husnell Singh Ahluwalia

Signed: Date:
Jai Singh Ahluwalia

Signed: Date:
Director (For and on behalf of NGCO MF Limited)

Signed: Date:
Daniel Kay

Signed: Date:
Dalia Kay

Signed: Date:
Rume Gbenedio

Signed: Date:
Erica Gbenedio

Signed: Date:
Kevin Ballinger

Signed: Date: 9/6/22
 EA33226AA*TD5492...
Sonia Ballinger

Signed: Date:
Director (For and on behalf of Twin Focus Global Asset Fund)

Signed: Date:
Director (For and on behalf of AA Richmond Limited)

Signed: Date:
Alan Jacobs

Signed: Date:
Chris Steed

Signed: Date:
David Deller

Signed: Date:
David Svendsen

Signed:

Date:

Howard Taylor

Signed:

Date:

Ian Ball

Signed:

Date:

Jo Lassman

Signed:

Date:

Jonathan Sattin

Signed:

Date:

Director (For and on behalf of Journey Partners LLC)

Signed:

Date:

Khalid Nawaz

Signed:

Date:

Krish Soni

Signed:

Date:

Mats Nilsson

Signed:Date:

Matthew Lebus

Signed:Date:

Mike Kirkham

Signed:Date:

Mike Metcalf

Signed:Date:

Nadim Meer

Signed:Date:

Paul Baker

Signed:Date:

Pauline Kirkham

Signed:Date:

Peter Davies

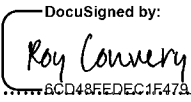
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Peter Lassman

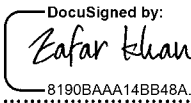
Signed: Date:

Director (For and on behalf of Pristine Continental S.A.)

Signed:  DocuSigned by:
Richard Sims
3D16D2F4050F4AF... Date: 13/06/2022
Richard Sims

Signed:  DocuSigned by:
Roy Convery
BCD48FEDEC1F47B... Date: 10/06/22
Roy Convery

Signed: Date:
Russell Taylor

Signed:  DocuSigned by:
Zafar Khan
8190BAAA14BB48A... Date: 17/6/2022
Zafar Khan

Signed: Date:
Laura Ziedone

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, by delivering the signed and dated Resolutions by hand to the Company or by scan to the Company.
2. If you are indicating agreement to the Resolutions 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 with your indication of agreement.
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 within the period of 28 days beginning with the Circulation Date sufficient agreement has been received for the Resolutions to pass, they will lapse.
6. 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.

WRITTEN RESOLUTIONS

SECTION 288 OF THE COMPANIES ACT 2006

COMPANY: UNITED FITNESS BRANDS LTD.

COMPANY NUMBER: 12949685

Circulation Date: 6 June 2022

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2. That each of Aneil Handa and Paul Greenslade, having consented to act, be appointed as an additional director of the Company with immediate effect.

SPECIAL RESOLUTIONS

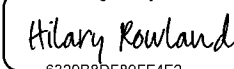
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AGREEMENT

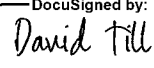
Please read the notes at the end of this document before indicating your agreement to the Resolution.

The undersigned, being all the members of the Company entitled to vote on the Resolutions on the Circulation Date, hereby agree to the Resolutions.

DocuSigned by:

Signed:632068DF89FF4F8..... Date: June 8th 2022
Hilary Rowland

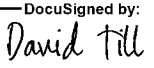
Signed: Date:
Director (For and on behalf of Rowland Corporation Ltd)

Signed: Date:
Robert Rowland

DocuSigned by:

Signed:5BBD416AFEB2406... Date: 14th June 2022
Melissa Blau

DocuSigned by:

Signed:4B73BC859034BD..... Date: 15/06/2022
Jonathan Corrie

DocuSigned by:

Signed:5BBD416AFEB2406... Date: 14th June 2022

By David Till as Authorised Signatory of Pembroke Investment Managers LLP For and on behalf of
Pembroke VCT PLC

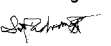
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Pierre Andurand

Signed:

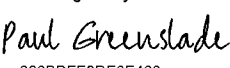
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Peter Dubens

DocuSigned by:

Signed:EDB859F9A86845F.....

8 June 2022
Date:

Scott Rudmann

DocuSigned by:

Signed:866BDFE8D50E468.....

8/6/22
Date:

Paul Greenslade

Signed:

Date:

Robert Julian Daniel Leboff

DocuSigned by:

Signed:8E7A36C4A4C0493.....

06/08/22
Date:

David Lloyd

Signed:

Date:

Justin Crewe

Signed:

Date:

Greg Allon

Signed:

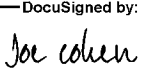
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Tom Street

Signed:

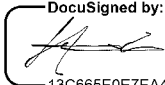
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Director (For and on behalf of Crowdcube Nominees Ltd)

DocuSigned by:

Signed:B5C0121CB564450.....

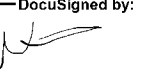
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Date:

Joe Edward Cohen

DocuSigned by:

Signed:13C665E0E7EA47E.....

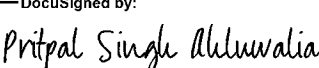
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Aneil Handa

DocuSigned by:

Signed:6AF19D78D5904EC.....

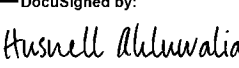
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Naveen Handa

DocuSigned by:

Signed:3509FD0F63F240F.....

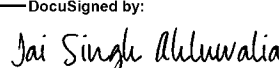
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Pritpal Singh Ahluwalia

DocuSigned by:

Signed:87F39ECF25A746E.....


Date: 10/6/22
.....

Husnell Singh Ahluwalia

DocuSigned by:

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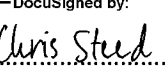
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Jai Singh Ahluwalia

DocuSigned by:

Signed:EDB859F9A86845F.....

Date: 8 June 2022
.....

Director (For and on behalf of NGCO MF Limited)

DocuSigned by:

Signed:3F2221604A7A42A.....

Date: 15 June 2022
.....

Daniel Kay

DocuSigned by:

Signed:10F160E3412D478.....

Date: 16/06/22
.....

Dalia Kay

Signed:

Date:

Rume Gbenedio

Signed:


Date:


Erica Gbenedio

Signed:  DocuSigned by:
B514837BB86A45A... Date: 9/6/22
Kevin Ballinger

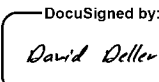
Signed: Date:
Sonia Ballinger

Signed: Date:
Director (For and on behalf of Twin Focus Global Asset Fund)

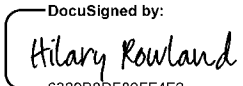
Signed:  DocuSigned by:
93D47880B7B5499... Date: 14 / 06 / 2022
Director (For and on behalf of AA Richmond Limited)

Signed:  DocuSigned by:
84EBB74CDA1E4A1... Date: 16 June 2022
Alan Jacobs

Signed:  DocuSigned by:
3F2221804A7A42A... Date: 15 june 2022
Chris Steed

Signed:  DocuSigned by:
5E1D5108101147A... Date: 9 June 2022
David Deller

Signed: Date:
David Svendsen

DocuSigned by:

Signed:6329B8DF89FF4F2.....

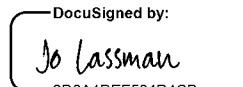
Date: June 8th, 2022

Howard Taylor

Signed:

Date:

Ian Ball

DocuSigned by:

Signed:9D6A4DEF584D4CB.....

Date: 10th June 2022

Jo Lassman

DocuSigned by:

Signed:64CB6F0B6C4E452.....

Date: 13th June 2022

Jonathan Sattin

Signed:

Date:

Director (For and on behalf of Journey Partners LLC)

Signed:

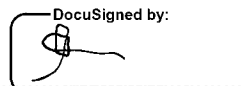
Date:

Khalid Nawaz

Signed:

Date:

Krish Soni

DocuSigned by:

Signed:162FE25D5DEB493.....

Date: 14/06/2022

Mats Nilsson

DocuSigned by:
Matthew Lebus
B1DB5G5G0EB04E7...

Signed:

Date:08/06/2022.....

Matthew Lebus

Signed:

Date:

Mike Kirkham

DocuSigned by:
Mike Metcalf
4E2C267EEC0F404...

Signed:

Date:11/06/22.....

Mike Metcalf

Signed:

Date:

Nadim Meer

DocuSigned by:
Paul Baker
DB8ABDF661CB48E...

Signed:

Date:10/06/2022.....

Paul Baker

Signed:

Date:

Pauline Kirkham

Signed:

Date:

Peter Davies

DocuSigned by:
Peter Lassman
9D6A4D5EF584D7CB...

Signed:

Date:10th June 2022.....

Peter Lassman

Signed: Date:
Director (For and on behalf of Pristine Continental S.A.)

Signed: Date:
Richard Sims

Signed: Date:
Roy Convery

Signed: Date:
Russell Taylor

Signed: Date:
Zafar Khan

Signed: Date:
Laura Ziedone

NOTES

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