

Registered Number: SC464254

We hereby certify that this is a true copy of the original

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

TOOTOOT LIMITED

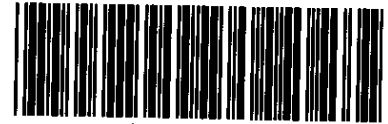
("Company")

21 December 2017 ("Circulation Date")

Slater Heelis

Slater Heelis LLP
86 Deansgate
Manchester
M3 2ER
0161 835 3681

TUESDAY



A17 *A78YCUTT* #67
26/06/2018
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as ordinary and special resolutions as set out below ("**Resolutions**").

ORDINARY RESOLUTIONS

SUB-DIVISION

1. **THAT**, in accordance with section 618(1)(a) of the Act, the 5,000 ordinary shares of £0.10 each in Issue in the capital of the Company be sub-divided into 500,000 ordinary shares of £0.001.

AUTHORITY TO ALLOT

2. **THAT**, in accordance with section 551 of the Companies Act 2006 (**CA 2006**), the directors of the Company ("**Directors**") be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £91.716 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date five years from the date 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 or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

DISAPPLICATION OF PRE-EMPTION RIGHTS

3. **THAT**, subject to the passing of resolution 2 and in accordance with section 570 of the CA 2006, the Directors 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, provided that this power shall:

- (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £91.716; and
- (b) expire on the date 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.

SPECIAL RESOLUTION

SHUP

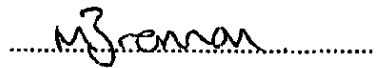
4. **THAT**, the regulations annexed to this resolution be hereby adopted as the new Articles of Association of the Company in substitution for all existing regulations.

AGREEMENT

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

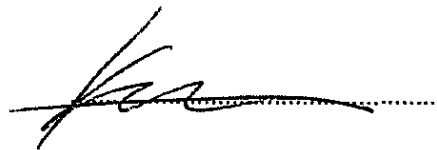
The undersigned, a person entitled to vote on the Resolutions on 2017, hereby irrevocably agree to the Resolutions:

Signed by **MICHAEL BRENNAN**



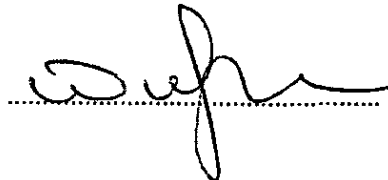
Date 21/12/17

Signed by **KIERAN INNES**



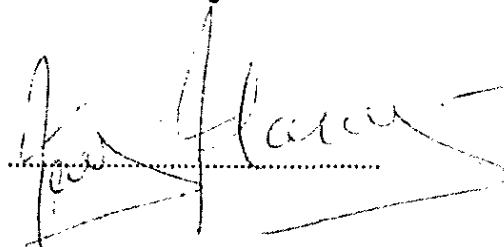
Date 21/12/17

Signed by **WILLIAM MOORE**



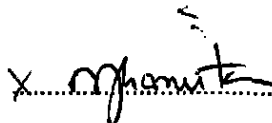
Date 21/12/17

Signed by **TERENCE FLANAGAN**



Date 21/12/17

Signed by **MICHAEL HAMILTON**

X 

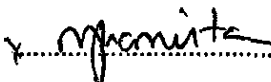
Date 21/12/17

Signed by **STEVE THOMPSON**

X 

Date 21/12/17

Signed by **COMMANDO JOES FUN AND
FITNESS LTD**

X 


Date 21/12/17

Signed by **IAN TURNER**

.....

Date

Signed by **DANIEL KELLY**



Date 21/12/17

Signed by **THERESA CARTER**



Date 21/12/17

Date 21/12/17

Signed by **MICHAEL HAMILTON**



Date 21/12/17

Signed by **STEVE THOMPSON**

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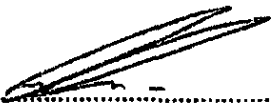
Date

Signed by **COMMANDO JOES FUN AND
FITNESS LTD**

.....

Date

Signed by **IAN TURNER**

 X

Date 21/12/17

Signed by **DANIEL KELLY**

.....

Date

Signed by **THERESA CARTER**

.....

Date

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to the Company's registered office. You may not return the Resolutions to the Company by any other method. 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, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.