

THE COMPANIES ACT 2006

WRITTEN RESOLUTION

- of -

ITG PHYSICAL TRAINING LTD (the "Company")

Company Number: 08701234

PRIVATE COMPANY LIMITED BY SHARES

CHANGE OF ARTICLES OF ASSOCIATION

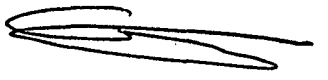
We the undersigned, being all the members of the Company who at the date of this resolution are entitled to attend and vote at general meetings of the Company, hereby unanimously resolve upon the following resolution and agree that it shall be as valid and effective as if it had been passed as a special resolution at a general meeting of the Company duly convened and held.

THAT the existing articles of association of the Company be modified as follows:

The new attached articles numbered 1 to 3 to be implemented

DATED: 28/3/23

SIGNED:



Graham Curson

FRIDAY



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31/03/2023

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THE COMPANIES ACT 2006 PRIVATE COMPANY LIMITED BY SHARES ARTICLES OF ASSOCIATION OF ITG PHYSICAL TRAINING LTD

1. PRELIMINARY

1.1 The model articles of association for private companies limited by shares contained in Schedule 1 to the Companies (Model Articles) Regulations 2008 (SI 2008 No. 3229) as amended by The Mental Health (Discrimination) Act 2013 (the "Model Articles") shall apply to the Company save in so far as they are excluded or modified hereby and such Model Articles and the articles set out below shall be the Articles of Association of the Company (the "Articles").

1.2 In these Articles, any reference to a provision of the Companies Act 2006 (the "Act") shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

1.4 The headings used in these Articles are included for the sake of convenience only and shall be ignored in construing the language or meaning of these Articles.

1.5 In these Articles, unless the context otherwise requires, references to nouns in the plural form shall be deemed to include the singular and vice versa.

2. DEFINED TERMS

2.1 Model Article 1 shall be varied by the inclusion of the following definitions:-

"1st Share Class" means the Ordinary shares of £1.00 each;

"2nd Share Class" means the Ordinary A shares of £1.00 each;

3. SHARE CAPITAL

3.1 The share capital of the Company is comprised of 1st Share Class shares and 2nd Share Class shares.

3.2 Subject to the provisions of these Articles, the rights attaching to the 1st Share Class shares and 2nd Share Class shares are the same, provided that the Company may pay dividends on each class of share at different rates per share (including paying a dividend on one class and not on the other).