

COMPANY NUMBER: 13677397
THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

of

GRAVITY FITNESS (LIVERPOOL) LIMITED (the "Company")

Circulation Date 17 February 2023 (the "**Circulation Date**")

(Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"))

The undersigned, being the shareholder of the Company entitled to vote, hereby pass the following resolutions as special resolution (the "**Resolution**") as if the same had been passed at a general meeting of the Company duly convened and held.

THAT the articles of association of the Company be amended:

1 By inserting the new Article 26A as follows:

Transfer to secured institutions

26A.—(1) Notwithstanding any other provisions of these Articles, the Directors of the Company shall not decline to register any transfer of shares, nor suspend registration in respect of any transfer, where—

- (a) such transfer is executed by any bank or other financial institution in favour of which such shares have been mortgaged or charged by way of security, or by any nominee, receiver or agent of such bank or other financial institution (a "Secured Institution");
- (b) such transfer is executed by a Secured Institution pursuant to the power of sale under such security and a certificate by an official of such Secured Institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts; or
- (c) the shares are delivered to the Company for registration by a Secured Institution in order to perfect its security over those shares,

and the directors of the Company shall immediately register any such transfer of shares upon receipt.

(2) Any provisions in these Articles constituting pre-emption or similar rights or imposing any restriction on the transfer of, or requiring the consent of any person for the transfer of, any share in the Company shall not apply in relation to any transfer of a share in the Company in any of the circumstances referred to in paragraphs 26A(1)(a), 26A(1)(b) or 26A(1)(c) above.

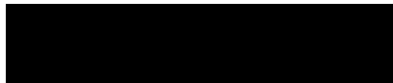
(3) Any lien on Shares which the Company has shall not apply in respect of any Shares which have been charged by way of security to a Secured Institution (and a certificate by any such

person or an employee of any such person that a security interest over the Shares was so granted and the transfer was so executed shall be conclusive evidence of such facts).

AGREEMENT

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

We, the undersigned, being the persons entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

A solid black rectangular box used to redact the signature of the director.

Signed by a director

For and on behalf of

GRAVITY FITNESS LIMITED

Dated 17 February 2023

GUIDANCE 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 using one of the following methods:
 - 1.1 **By Hand:** delivering the signed copy to the Company's registered office; or
 - 1.2 **Post:** returning the signed copy by post to the Company's registered office.
- 2 If you do not agree to the resolution, you do not need to do anything - you will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
- 4 If sufficient agreement has not been received 28 days after the date of circulation, these resolutions will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.
- 5 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.
- 6 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.