Company Number: 09875975

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

PUTTSHACK LTD

(the Company)

Circulation Date: 6 October 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions (the **Resolutions**) be passed as follows:

SPECIAL RESOLUTIONS

Resolution 1:

THAT the attached articles of association be adopted as the new articles of association in substitution and to the exclusion of the existing articles of association of the Company.

Resolution 2:

THAT subject to and conditional upon the passing of Resolution 1 above:

a) the 555,000 A Ordinary shares of £0.01 each;
b) 225,000 B Ordinary shares of £0.01;
c) 200,000 C Ordinary shares of £0.01 each;
d) 1,073,607 Ordinary shares of £0.01 each;
e) 600,613 E Ordinary Shares of £0.01 each; and
f) 3,562,877 Preference shares of £0.01 each

be redesignated as 6,217,097 Ordinary shares of £0.01 each.

Resolution 3:

THAT, subject to and conditional upon the passing of Resolution 2 above, the share capital of the Company be reduced by £90,208,228 by:

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COMPANIES HOUSE

a) cancelling and extinguishing 6,216,997 issued Ordinary shares of £0.01, such that the issued share capital of the Company will be £1.00 (comprising 100 Ordinary shares of £0.01); and
b) cancelling all of its share premium account of £90,151,070,

such that the sum of £90,208,228 will be credited to a distributable reserve of the Company.

ORDINARY RESOLUTION

Resolution 4:

THAT, subject to and conditional upon the passing of Resolution 3 above, a dividend of £51,680,848.85 be declared on the ordinary shares of the Company to be satisfied by the transfer of the entire stock of Puttshack USA Inc.

Agreement:

Please read the explanatory statement at the end of this document before signifying your agreement to the Resolution.

The undersigned, being the sole member of the Company who would on the above-stated date be entitled to attend and vote at a general meeting of the Company, hereby irrevocably agrees to the Resolution.

[Signature Page Follows]

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DocuSigned by:
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Signed for and on behalf of
Puttshack International Holdings, Inc.

6 October 2023
Date

[Signature Page to Puttshack Ltd Shareholder Resolutions]