
**WRITTEN RESOLUTIONS
OF THE SOLE MEMBER OF
BROWN & MILLER RACING
SOLUTIONS LIMITED**

Circulated on 1 July 2022 (the “Circulation Date”)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the “Companies Act”), the directors of Brown & Miller Racing Solutions Limited (the “Directors”), a private limited company incorporated under the laws of England and Wales with company number 03781286 (the “Company”) propose that the following shareholder resolutions are passed (the “Resolutions”).

SPECIAL RESOLUTION

THAT, the articles of association attached to this resolution be and are hereby approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.

ORDINARY RESOLUTIONS

THAT, the entire issued share capital of the Company, which for the avoidance of doubt currently consists of 2 Ordinary A Shares of £0.20 each and 2 Ordinary B Shares £0.20 each, be re-designated into 4 Ordinary Shares of £0.20 each.

FURTHER RESOLVED, that in accordance with paragraph 43(1) of Schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860), the Directors be given the power to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company under section 550 of the Companies Act.

FURTHER RESOLVED, that the Directors be, and each of them individually hereby is, authorized, in the name and on behalf of the Company, to execute and deliver, or cause to be executed and delivered, any and all certificates, instruments and documents, update the register of members, make public filings, and to take all such other action as any of them may determine to be necessary or advisable to carry out the purposes and intent of the foregoing resolutions, any such determination to be conclusively evidenced by the execution and delivery thereof or by the taking of such other action.

FURTHER RESOLVED that such person as is nominated by the Directors be instructed to make all necessary filings and entries in the Company's statutory books, records and registers to reflect the business transacted by these resolutions.

FURTHER RESOLVED, that any action taken by any of the Directors prior to the adoption of these resolutions that is within the authority conferred herein be, and it hereby is, ratified, confirmed and approved.

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

[signature page follows]

The undersigned, a person entitled to vote on the Resolutions, hereby irrevocably agrees to the Resolutions.

Signed by Benjamin Mackay, duly authorised for and on behalf of BMRS Holdings, LLC, as attorney for Wade Brown under a power of attorney dated 1 June 2022

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Ben Mackay
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7/1/2022 | 7:27:44 AM PDT

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Date

Signed by Benjamin Mackay, duly authorised for and on behalf of BMRS Holdings, LLC, as attorney for Barry Miller under a power of attorney dated 1 June 2022

DocuSigned by:
Ben Mackay
.....E5CD25E83B58484.....

7/1/2022 | 7:27:44 AM PDT

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Date

NOTES

1. You can choose to agree to all of the Resolutions or none of them, but you cannot agree to only one of them. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version by email to the Company.

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 sufficient agreement has been received for the Resolutions to be passed before the end of the period of 28 days beginning on the Circulation Date, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.