

Company Number: 06599124

**PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF THE MEMBERS**

of

**SKYBIKE INTERNATIONAL LTD
(the "Company")**



A11 *A79LJ77S* #106
06/07/2018
COMPANIES HOUSE

Pursuant to chapter 2 of part 13 of Companies Act 2006, the following resolutions were duly passed on 20 July 2017, in the case of Resolutions 1, 2 and 3, as special resolutions and, in the case of Resolution 4, as an ordinary resolution.

SPECIAL RESOLUTIONS

1. THAT the restrictions on the objects of the Company set out in the memorandum of association of the Company, which by virtue of section 28 of the Companies Act 2006 are treated as provisions of the Company's articles of association, are hereby revoked and deleted.
2. THAT the restriction on the authorised share capital of the Company set out in the memorandum of association of the Company (as altered by resolution from time to time), which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted.
3. THAT:
 - 3.1 it is hereby confirmed, ratified and approved that the following summary of the current structure and legal ownership of the Company's share capital reflects the true position as at the date hereof, to the exclusion of any contradictory documentation. For the avoidance of doubt, the below is a summary of the Company's share capital position prior to the proposed capital raise of £2,644 to be dated on or around the date hereof ("**Capital Raise**"):

At the date hereof and immediately prior to the Capital Raise, the issued share capital of the Company is £47,215 comprised of 47,215 ordinary shares of £1 each ("**Ordinary Shares**") and such Ordinary Shares are legally owned by the persons and in the numbers set out below:

- (i) Nigel Atherton – 594 Ordinary Shares;
- (ii) Bray Capital Limited – 393 Ordinary Shares;
- (iii) Cocoon Investment Holdings Limited – 662 Ordinary Shares;
- (iv) Brady Collins – 6,090 Ordinary Shares;
- (v) Gilo Industries Group Limited – 23,997 Ordinary Shares;
- (vi) Edward Grylls – 6,090 Ordinary Shares;

- (vii) Shay O'Brien – 6,090 Ordinary Shares;
- (viii) Richard Scanlon GST Exempt 2012 Trust – 3,299 Ordinary Shares; and

- 3.2 all or any prior actions and/or omissions of the Company and its present or past shareholders, directors, secretary or authorised signatories undertaken in connection with the Company's share capital are hereby ratified, confirmed and approved in so far as necessary to ensure that the position as set out in paragraph 3.1 of this resolution reflects the true position, to the exclusion of any contradictory documentation.

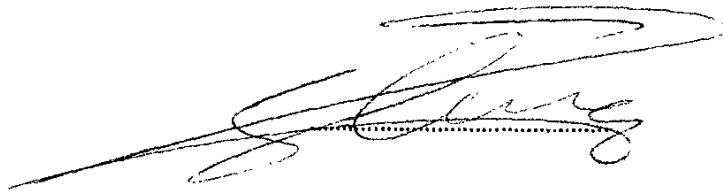
ORDINARY RESOLUTION

4. THAT, in accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £2,644 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the first anniversary of 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. This authority is in substitution for any previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006.

By order of the board:

Signed by:
Director/Secretary

Date:



20.7.2017