

Company No. 06599124

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF THE MEMBERS

of

SKYBIKE INTERNATIONAL LTD
(the "Company")

PASSED ON 20 NOVEMBER 2019

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions were duly passed by way of written resolution on 20 November 2019.

ORDINARY RESOLUTIONS

1. AUTHORITY TO ALLOT (SHARE MIRRORING)

THAT, in accordance with section 551 of the CA 2006, the Directors be generally and unconditionally authorised to allot ordinary shares of £1.00 each in the Company or grant rights to subscribe for or to convert any security into ordinary shares of £1.00 each in the Company up to an aggregate nominal amount of £2.00, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth 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.

2. SUB-DIVISION OF SHARES

THAT, following the allotment of shares referred to in Resolution 1 becoming effective, the 49,861 ordinary shares of £1.00 each in the capital of the Company be sub-divided into 4,986,100 ordinary shares of £0.01 each, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the original ordinary shares of £1.00 each in the capital of the Company.

3. AUTHORITY TO ALLOT (SHARE FOR SHARE EXCHANGE)

THAT, subject to Resolution 2 becoming effective, in accordance with section 551 of the CA 2006, the Directors be generally and unconditionally authorised to allot ordinary shares of £0.01 each in the Company or grant rights to subscribe for or to convert any security into ordinary shares of £0.01 each in the Company up to an aggregate nominal amount of £498.61, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth 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.

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SPECIAL RESOLUTIONS

4. DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, subject to the passing of Resolutions 1 and 3 and in accordance with section 570 of the CA 2006 and the Company's articles of association (the "**Articles**"), any and all pre-emption rights to which the shareholders of the Company may be entitled in consequence of the Directors exercising the authority conferred upon them by Resolutions 1 and 3 above, howsoever arising (including but not limited to under article 4(i) of the Articles or section 561(1) of the CA 2006), be and hereby are waived or otherwise disapplied.

Signed by Chris McClean
Company Secretary

Date:



2 December
~~20 December~~ 2019