

Company number 10098146

**PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION**

of

**THE BIKE CLUB LIMITED ("Company")**

**5 April 2020 ("Circulation Date")**

Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "**Act**"), the following were passed as resolutions on 6 April 2020 (the "**Resolutions**").

**SPECIAL RESOLUTION**

**1. Adoption of Articles of Association**

That the Company adopt new articles of association as are attached to this resolution ("**New Articles**") and which are by this resolution adopted as the new articles of association in substitution for and to the complete exclusion of the existing articles of association of the Company.

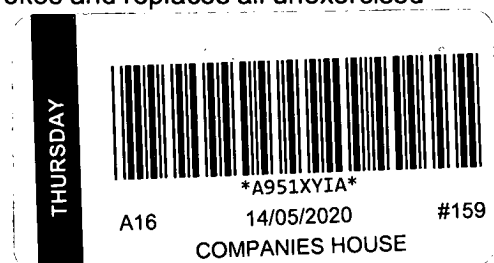
**ORDINARY RESOLUTIONS**

**2. Subdivision**

That the Ordinary and B Ordinary Shares of £0.001 in the issued share capital of the Company be subdivided into Ordinary or B Ordinary (as applicable) Shares of £0.00001 each in the capital of the Company, with the rights and restrictions set out in the New Articles.

**3. Authority to Allot**

That, in accordance with section 551 of the CA 2006, the Directors be generally and unconditionally authorised to allot Ordinary Shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of **£13.76923** provided that this authority shall, unless renewed, varied or revoked by the Company, expire 12 months after 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 resolution shall become effective on the receipt of the relevant subscription monies and should any of the investors fail to advance their subscription monies, the relevant shares shall not be allotted to that investor and the number of shares allotted shall be adjusted down accordingly or reallocated to an alternative investor on the same terms as that of the original. This authority revokes and replaces all unexercised authorities previously granted to the Directors.

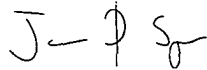


## **SPECIAL RESOLUTION**

### **4. Disapplication of Pre-Emption Rights**

That, subject to section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 2, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall be limited to the nominal amount and time period specified in resolution 2 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

Signed:



Name and Position:

James Symes, CEO and Co-Founder

Date:

6 April 2020