

**SKUA BIKES LIMITED**  
**(CRN: 14353506) (the "Company")**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**SPECIAL RESOLUTION**  
**(the "Resolution")**

Circulation date: 17 November 2023

**BACKGROUND**

Under Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that the following resolutions be passed as special resolutions of the Company and to be filed in the following descending order (the "**Special Resolutions**"):

**RESOLUTION 1**

We, being shareholders in the capital of the Company, agree to enter into the new shareholders agreement for the Company.

**RESOLUTION 2**

We, being shareholders in the capital of the Company and being entitled to certain pre-emption rights in respect of the sub-division of the one (1) Ordinary share of one pound (GBP) (£1.00) nominal value in the capital of the Company into one hundred (100) Ordinary shares of one pence (GBP) (£0.01) nominal value each in the capital of the Company (the "**Subdivision**"). We hereby confirm that we waive all such pre-emption rights (however arising) that we may have in relation to the Subdivision.

**RESOLUTION 3**

We, being shareholders in the capital of the Company and being entitled to certain pre-emption rights in respect of the issue of up to nine hundred (900) Ordinary shares of one pence (GBP) (£0.01) nominal value each in the capital of the Company to be allotted to the following individuals in the following amounts (the "**Issue**"):

<b>Name</b>	<b>Address</b>	<b>Class of Shares</b>	<b>Amount of Shares</b>
Joseph James McEwan	70 Thornleigh Road, Bristol, England BS7 8PJ	Ordinary Shares of one pence (GBP) (£0.01) nominal value each.	Two hundred and twenty five (225)

Bruce Molyneux	16 Pembroke Value, Bristol, England BS8 3DN	Ordinary Shares of one pence (GBP) (£0.01) nominal value each.	Two hundred and twenty five (225)
Christopher Oscroft	Arlenvale, Exhall, Alcester, Warwickshire, United Kingdom B49 6EA	Ordinary Shares of one pence (GBP) (£0.01) nominal value each.	Two hundred and twenty five (225)
Timothy Ian Oscroft	2 Longborough Close, Walkwood, Redditch, Worcestershire B97 5QN	Ordinary Shares of one pence (GBP) (£0.01) nominal value each.	Two hundred and twenty five (225)
Claire Josephine Ryan	11 Hutton Road, Kineton CV35 0FE	Ordinary Shares of one pence (GBP) (£0.01) nominal value each.	Ninety nine (99)

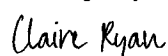
We hereby confirm that we waive all such pre-emption rights (however arising) that we may have in relation to the Issue.

## AGREEMENT

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

The undersigned, the persons entitled to vote on the Resolution, hereby irrevocably agrees to the Resolution:

Signed by **Claire Josephine Ryan**

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## NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version, either by hand or by post to 40 Berkeley Square, Clifton, Bristol, BS8 1HP.
2. You may not return the Resolution to the Company by any other method.
3. If you do not agree to the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.
4. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
5. If sufficient agreement has not been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us.