

**Written resolutions of the board of directors of
Brother Cycles Limited
09542198
(the "Company")**

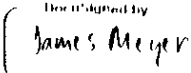
Date: 04 January 2019

We, the undersigned, being directors of the Company RESOLVE pursuant to the Articles of Association of the Company that:

1. The special resolution(s) in the form provided to the board along with this resolution will be put to the members of the Company,

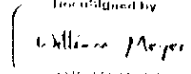
and, conditional upon the passing of the special resolutions mentioned in resolution 1:
2. The Company may execute the Subscription Agreement and Shareholders Agreement in the form attached.
3. The Company shall issue a new allotment of 281,942 ordinary shares in the Company to Seedrs Nominees Limited (as nominated custodian of Seedrs Limited) on the terms set out in such Subscription Agreement and 375,250 ordinary shares to those individuals set out in Annex A, on the terms set out in the Subscription Letters received from those individuals.
4. The Company shall file all relevant forms with Companies House and perform all other actions as may be necessary to affect the resolutions above.

SIGNED BY:

DocuSigned by

01/06/2019 10:27:11

James Meyer

SIGNED BY:

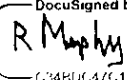
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01/06/2019 10:27:11

William Meyer

BOARD RESOLUTION



SIGNED BY:

DocuSigned by:

6234B16A76113F4261

Robert Murphy

BOARD RESOLUTION

Annex A

- Domingo Cullen- £40,000 (250,000 shares)
- Rob Murphy- £15,000 (93,750 shares)
- William Meyer- £2,520 (15,750 shares)
- James Meyer- £2,520 (15,750 shares)

**Written resolutions of the Members of
Brother Cycles Limited
No. 09542198
(the "Company")**

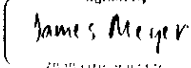
Date: 04 January 2019

In accordance with the Companies Act 2006 which is incorporated in the Company's articles of association, the directors of the Company (the "**Directors**") propose that the following **Resolutions** are passed as special resolutions:

1. **Dis-application of pre-emption rights.** That, in accordance with section 570 of the Companies Act 2006, the Directors be generally empowered to allot equity securities (as defined by section 560 of the Companies Act 2006) pursuant to the authority conferred by the Articles of Association of the Company or the resolution above (as applicable), as if section 561 of the Companies Act 2006 did not apply to any such allotment provided that this power: (i) shall be limited to a maximum nominal amount of £65.7192; and (ii) shall expire 6 months from the date this resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date).

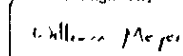
Please read the notes below before signifying your agreement to these resolutions.

SIGNED BY:

The signed by

2019-01-04 10:17:17

James Meyer

SIGNED BY:

The signed by

2019-01-04 10:17:17

William Meyer

SHAREHOLDER RESOLUTION

SIGNED BY:

DocuSigned by:
Kirsty Grant
6A3E9F28E43E498

Seedrs Nominees Limited

NOTES:

1. You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by electronically signing and dating this document where indicated above and returning it to the Company via the Docusign electronic signing platform to be found at: www.docusign.com.
2. 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.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless, within 28 days of the circulation date of this Resolution (above), sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date.
5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.