

Company no. 01261512

The Companies Act 2006
Private company limited by shares
Written resolutions
of
Brompton Bicycle Limited
Passed on 02 May 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the following resolutions were passed by the shareholders of Brompton Bicycle Limited (the "**Company**") as ordinary and special resolutions (as indicated) (the "**Resolutions**"):

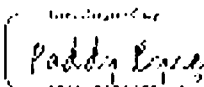
Ordinary Resolutions:

1. **THAT**, a new class of share be created and constituted in the share capital of the Company being A ordinary shares of £1.00 each having the rights attached to them in the articles of association due to be adopted by the Company pursuant to Resolution 4 below (the "**New Articles**") (the "**A Ordinary Shares**").
2. **THAT**, in accordance with section 551 of the Act, the directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to:
 - (a) allot A Ordinary Shares up to an aggregate nominal amount of £9,843;
 - (b) allot ordinary shares of £1.00 in the capital of the Company each having the rights attached to them in the New Articles (the "**Ordinary Shares**") up to an aggregate nominal amount of £1,846; and
 - (c) allot Ordinary Shares and/or grant options over and allot Ordinary Shares on the exercise of such options (together with options already granted prior to the date of this Resolution which remain capable of exercise) up to an aggregate nominal amount of £19,488.

This authority is in substitution to and fully revokes and replaces all existing authorities granted to the directors (to the extent unused). This authority shall expire on the date falling 5 years after the passing of this Resolution unless previously revoked, varied or extended, save that the directors may, notwithstanding such expiry, allot any shares or grant any right to subscribe for, or to convert any security into, shares in pursuance of an offer or agreement to do so made by the Company before this authority expires (whether such offer or agreement was made by the Company before or after the date of this authority).

Special Resolutions:

3. **THAT**, subject to the passing of Resolution 2 above, all and any pre-emption rights whether under the existing articles of association of the Company (the "**Existing Articles**"), the New Articles, the Act or otherwise be and are hereby waived in respect of the issue and allotment of the equity securities pursuant to the authority conferred by Resolution 2 above.
4. **THAT**, the New Articles attached to these Resolutions be and are hereby approved and adopted by the Company in substitution for, and to the exclusion of, the Existing Articles.


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Director

NEW ARTICLES OF ASSOCIATION