

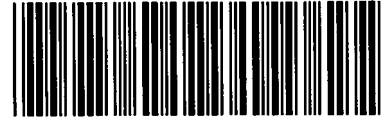
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

BUZZ BIKES LIMITED
(the "Company")

WEDNESDAY



ACGD060G

A12

15/11/2023

#131

COMPANIES HOUSE

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH SECTION 291 OF
THE COMPANIES ACT 2006**

RESOLUTION 1 - ORDINARY RESOLUTION

THAT, in accordance with section 551 of the Companies Act 2006 (**CA 2006**), the directors of the Company (**Directors**) be generally and unconditionally authorised to

- a) to enter the Company into a convertible loan agreement substantially in the form of the template appended to these Resolutions for a total amount of £250,000 (together with such amendments as the directors of the Company may agree from time to time) (the **CLA**) with investors in the Company and thereby grant to such investors securities convertible into shares in the capital of the Company up to a maximum aggregate nominal amount of £76.71652; and
- b) to allot and issue, upon the conversion of the loans made pursuant to the CLA, such number and class of shares in the capital of the Company as may be subscribed for by the investors thereunder, subject to a maximum aggregate nominal amount of £76.71652,

provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling five years from the date this Resolution is passed, save that the Company may, before such expiry, make an offer or agreement which would require shares to be allotted or rights to subscribe for or convert into shares (**Rights**) to be granted after such expiry and the directors may allot shares or grant Rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

RESOLUTION 2 - SPECIAL RESOLUTION

THAT, subject to the passing of resolution 1, and in accordance with article 5.2 of the Articles, any and all rights of pre-emption to which shareholders of the Company may be entitled, howsoever arising (including, but not limited to, under the articles of association of the Company from time to time and/or any shareholders' agreement relating to the Company or otherwise), whether upon the granting by the directors of the Company of securities convertible into shares under the CLA, or upon the allotment and issuance by the directors of the Company of shares in the Company under the CLA, in each case pursuant to the authority granted by Resolution 1, be and hereby are waived or otherwise disappplied.

Company number 08495611

By order of the Board:



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Director/Secretary

20/10/23

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Date