

Company Number: 10086447

TWO WHEELS FOR LIFE LIMITED

(THE "COMPANY")

WRITTEN RESOLUTION

Circulation date: 5th December 2023 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolution (the "Resolution") is passed as a special resolution of the members of the Company:

SPECIAL RESOLUTION

1. That, in accordance with section 21 of the Companies Act 2006, the draft articles of association appended to this resolution at Appendix 1 be adopted as the Company's articles of association in substitution for, and to the exclusion of, the Company's existing articles of association.

We, the undersigned, being persons entitled to vote on the Resolution on the Circulation Date, irrevocably agree to the above Resolution.

Signed: Andrea Coleman

Andrea Coleman

Member

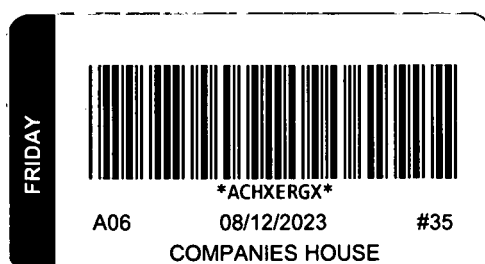
Date: 30/11/2023

Signed: C. Berriman

Christopher Berriman

Member

Date: 5/12/2023



Notes

1. If you agree to the Resolution, please signify your agreement by signing and returning this document to the Company in either hardcopy or electronic form.
2. If sufficient agreement is not received within 28 days from the Circulation Date then these Resolution will lapse and the Member(s) will not be able to indicate agreement after that date. If you agree to the Resolution, please ensure your agreement reaches the Company before that date.
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 the Company has received this document from you, you are not permitted to revoke your agreement to the Resolution.
5. If you are signing this document on behalf of someone else under a power of attorney or other authority, please enclose a copy of the power of attorney or authority when you return it.

APPENDIX 1

ARTICLES OF ASSOCIATION

TWO WHEELS FOR LIFE LIMITED (THE "COMPANY")

(Registered number:10086447)

WRITTEN RESOLUTIONS OF THE BOARD OF DIRECTORS

1. Written Resolutions

These are written resolutions of the board of directors in accordance with the Company's existing articles of association (the "**Existing Articles**"). The undersigned approve and adopt the following resolutions (the "**Resolutions**") with the same force and effect as if they had been approved and adopted at a duly convened meeting of the board of directors of the Company and direct that the Resolutions should be filed with the minutes of the decisions taken by the board of directors.

2. Background

The purpose of the Resolutions is to:

(a) note the formal consent of the Charity Commission to amend the Company's charitable objects (the "**Objects**");

(b) approve the amended Objects and recommend to the members of the Company (the "**Members**") that these Objects be approved and adopted as the Objects of the Company;

(c) approve the amendments to the Existing Articles and recommend to the Members that these amended articles be approved and adopted as the governing document of the Company (the "**New Articles**"); and

(d) approve a form of written resolution of the Members in relation to the adoption by the Company of the New Articles (the "**Members' Resolution**").

3. Declarations of interests

The directors confirm that they have no interest (direct or indirect) in the Resolutions which they were required to disclose by section 177 or 182 of the Companies Act 2006 (the "**Act**").

4. DOCUMENTS FOR APPROVAL

The directors note that they have considered drafts of the following documents (attached to these Resolutions):

(a) the New Articles; and

(b) the Members' Resolution,

(together the "**Documents**").

5. Resolutions

After careful consideration, including consideration of the matters referred to in section 172(1) of the Act, the directors are satisfied that the relevant matters proposed are likely to promote the success of the Company for the benefit of its members as a whole and, therefore, the directors **RESOLVED THAT:**

(a) the amended Objects be approved and recommended to the Members for their approval and adoption as the Objects of the Company;

- (b) the amended Objects and the New Articles would promote the success of the Company for the benefit of its beneficiaries and the public as a whole, and that no proposed amendment of the Existing Articles was inconsistent with the provisions of the Charities Act 2011;
- (c) the New Articles be approved and recommended to the Members for their approval and adoption as the governing document of the Company; and
- (d) the Members' Resolution be approved in the form enclosed with these Resolutions and shall be circulated to the Company's members,

and subject to and conditional upon the passing of the Members' Resolution:

- (e) any director(s) of the Company be authorised to:
 - (i) approve, add to, amend, sign and execute (including, where relevant, as a deed with any other director or with the Company secretary or in the presence of a witness) for, and on behalf of, the Company any agreement, instrument, or other document relating to, or connected with, or arising from any of the matters relating to the Resolutions; and/or
 - (ii) do any and all other acts and things as are deemed necessary, incidental or expedient by that/those director(s) (including, without limitation, authorising or accepting payment, applying for or effecting registrations, filing documents and serving notices) for and on behalf of the Company in connection with, or arising as a result of, or to effect any of the matters relating to the Resolutions; and
- (f) the New Articles be adopted as the governing document of the Company to the exclusion of the Existing Articles with effect from the date the Members' Resolution is passed.

6. Filing

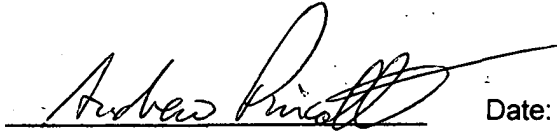
Subject to the passing of the Members' Resolution, it is resolved that any director, secretary, attorney or any authorised representative of the Company be, and hereby is, directed to:

- (a) file the following at Companies House within the prescribed periods:
 - (i) the Members' Resolution;
 - (ii) a copy of the New Articles; and
 - (iii) Form CC04; and
- (b) make any such other returns or entries in the Company's statutory books as is necessary to reflect the business of the Resolutions.

[Signature page follows]

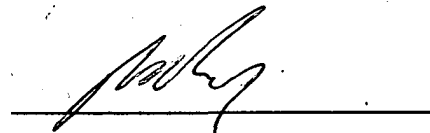
We, the undersigned, being the persons entitled to vote on these Resolutions, irrevocably agree to the Resolutions.

Signed by:

 Date: 3/12/2023

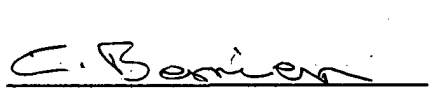
Andrew Pincott

Director

 Date: 3/12/23

Paul King

Director

 Date: 5/12/23

Christopher Berriman

Director