

Registered Number: 10098146

THE COMPANIES ACTS
THE BIKE CLUB LIMITED
PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS
to which Chapter 3 of Part 3
of the Companies Act 2006 applies

The following resolutions were passed in writing pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("Act") on 26 April 2022:

ORDINARY RESOLUTION

1. **THAT** the directors be generally and unconditionally authorised to exercise all powers of the Company to allot shares and to grant rights to subscribe for or to convert any security into shares up to an aggregate nominal amount of £426.04566. This authority shall expire (unless previously varied as to duration, revoked or renewed by the Company) on the date falling 5 years from the date of this Resolution, except that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry and the directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority conferred by this Resolution had not expired.

SPECIAL RESOLUTION

2. **THAT** the directors be generally empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the general authority conferred on them by Resolution 1 as if any restrictions as to pre-emption, including but not limited to, the restrictions contained in section 561 of the Act, and any rights of pre-emption as set out in article 10 of the Company's existing articles of association, did not apply and be and are hereby waived. This authority shall expire, unless previously revoked or renewed by the Company, falling 5 years from the date of this Resolution except that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred by this Resolution had not expired.

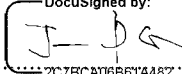
ORDINARY RESOLUTION

3. **THAT** the 9,487,400 A ordinary shares of £0.00001 each in the capital of the Company be converted and re-designated into 9,487,400 ordinary shares of £0.00001 each in the capital of Company ("**Ordinary Shares**").

SPECIAL RESOLUTIONS

4. **THAT** the pre-emption rights with respect to a transfer of shares in article 13 of the Company's existing articles be and are hereby waived with respect to the transfer of 1,186,620 Ordinary Shares by Alexandra Rico-Lloyd to Circularity BC Limited.

5. **THAT** the articles of association in the form attached to this Resolution be adopted as the new articles of association of the Company in substitution for and to the exclusion of all existing articles of association of the Company (the “**New Articles**”).
6. **THAT**, subject to Resolutions 3 and 5 being duly passed, 1,186,620 Ordinary Shares be converted and re-designated into 1,186,620 B preferred shares of £0.00001 each in the capital of Company (“**Series B Shares**”), subject to the sale of such shares by Alexandra Rico-Lloyd to Circularity BC Limited. The Series B Shares will have the rights set out in the New Articles.
7. **THAT**, subject to Resolutions 4 and 5 being duly passed, the pre-emption rights with respect to a transfer of shares in the Company contained in article 16 of the New Articles be and are hereby waived with respect to the transfer of 489,408 B ordinary shares of £0.00001 from Ian Forrest, Alan Richards, William Frewen, and Alex Mason to James Symes, Peter Symes, and Michael Balfour.

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Director/Secretary

Date26 April.....2022