

Company number 11205194

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

ATHERTON BIKES LIMITED ("Company")

8 April
..... 2024 ("Circulation Date")

The following resolution of the Company was passed on the above date in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"):

ORDINARY RESOLUTION

1. Authority to Allot

That, in accordance with section 551 of the CA 2006, the Directors be generally and unconditionally authorised to allot 125,000 B Ordinary Shares of £0.001 each in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £125 provided that this authority shall, unless renewed, varied or revoked by the Company, expire 12 months after the date of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This resolution shall become effective on the receipt of the relevant subscription monies and should any of the investors fail to advance their subscription monies, the relevant shares shall not be allotted to that investor and the number of shares allotted shall be adjusted down accordingly or reallocated to an alternative investor on the same terms as that of the original.

SPECIAL RESOLUTION

2. Disapplication of Pre-Emption Rights

That, subject to the passing of Resolution 1, the pre-emption rights contained in articles 6.1 to and including 6.3 of the Company's existing articles of association (the "Articles"), be and are hereby waived and dis-applied in respect of any granting of rights over or any allotment of equity securities (as defined in the CA 2006) pursuant to the authorisation conferred by Resolution 1 above (the "Authority"), provided that this power shall be limited to the nominal amount and time period specified in Resolution 1 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an 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 any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

Signed by: Dan Brown



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DIRECTOR