

THE COMPANIES ACT 2006
MOJO WHOLESALE LIMITED
COMPANY NUMBER 01203878

WRITTEN RESOLUTIONS

I, the undersigned, being the sole member of the Company who (at the date of circulation of this resolution) (the "Circulation Date") would be entitled to vote on this resolution, hereby agree pursuant to section 288 of the Companies Act 2006 to the passing of the following resolutions (the "Resolutions") by way of written resolution

ORDINARY RESOLUTIONS

1. [REDACTED]
[REDACTED]
 - [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
 - [REDACTED]
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 - [REDACTED]
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[REDACTED]
[REDACTED]
 - [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
- [REDACTED]
[REDACTED]
3. [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

SATURDAY



A14

A59F3U60
18/06/2016
COMPANIES HOUSE

#80

- [REDACTED]
- [REDACTED]

SPECIAL RESOLUTIONS

1. **THAT** the Articles of association of the Company (the "Articles") be amended by inserting the following as a new Article 21

"In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other "
2. **THAT** the Articles of the Company be amended by Inserting the following as a new Article 22

"Notwithstanding anything contained in these Articles the Directors (or Director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any shares in the Company in each case where such shares have been mortgaged or charged by way of security in favour of a bank or other entity (whether as lender, agent, trustee or otherwise) (a "Secured Party") and where the transfer is or is to be

 - (a) *to a Secured Party or its nominee; or*
 - (b) *executed by a Secured Party, its nominee or any receiver (or similar officer) pursuant to any power existing under such security,*

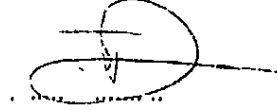
and a certificate from the Secured Party, its nominee or any receiver (or similar officer) that the shares are or are to be subject to such security and the transfer is in accordance with the provisions of this Article shall be conclusive evidence of such facts "
3. **THAT** the Articles of the Company be amended by Inserting the following as a new Article 23

"Notwithstanding anything contained in these Articles any lien over shares (whether paid or unpaid shares), any pre-emption rights over shares and any other restrictions on the transfer of shares shall not apply to any shares that have been mortgaged or charged by way of security in favour of a Secured Party "

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolutions and Special Resolutions

The undersigned, a person entitled to vote on the above resolutions hereby irrevocably agrees to the Ordinary Resolutions and Special Resolutions

A handwritten signature in black ink, consisting of a large, stylized 'S' or 'D' shape with a horizontal line extending to the right.

for and on behalf of
Palmer & Harvey McLane Limited

Date 1 April 2016

NOTES:

- 1 You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivery to Ashurst LLP acting on behalf of the Company.

 If you do not agree to all of the resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 2 Once you have indicated your agreement to the resolutions you may not revoke your agreement.
- 3 Unless by the date which is 28 days from the Circulation Date sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or on this date.

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

of
MOJO WHOLESALE LIMITED
COMPANY NUMBER 01203878
(New Articles of Association
adopted on 31st August 1989)
and amended by special resolution on 1 April 2016

PRELIMINARY

1. (A) The regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 (as amended) (hereinafter referred to as "Table A") shall apply to the Company save in so far as they are hereby modified or excluded. The regulations applicable to the Company under any former enactment relating to companies shall not apply.

(B) Regulations 8, 24, and 73 to 80 inclusive, of Table A shall not apply to the Company.
2. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

SHARES

3. At the date of adoption of these Articles as the Articles of Association of the Company the share capital of the Company is £1,000,000 divided into 1,000,000 Ordinary Shares of £1 each.
4. (A) The Directors may unconditionally exercise the power of the Company to allot relevant securities (within the meaning of Section 80(2) of the Companies Act 1985).

(B) The general authority conferred by this Article shall:-
 - (1) extend to all relevant securities of the Company from time to time unissued during the currency of

such authority (including any relevant securities hereafter created);

(11) expire on the fifth anniversary of the adoption of these Articles unless varied or revoked or renewed by the Company in General Meeting; and

(111) entitle the Directors to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry thereof.

5. Subject to and without prejudice to the generality of the provisions of Article 4 any shares hereafter created shall be under the control of the Directors who may allot, grant options over or otherwise deal with or dispose of the same to such persons (including the Directors themselves) on such terms and in such manner as they think fit, provided that no shares shall be issued at a discount.

6. In accordance with Section 91(1) of the Companies Act 1985, Sections 89(1) and 90(1) to (6) inclusive of that Act shall be excluded from applying to the Company.

7. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to all dividends payable thereon.

CALLS ON SHARES

8. The following sentence shall be added to the end of regulation 15 of Table A: "Such persons shall also pay to the Company all expenses that may have been incurred by the Company by reason of such non-payment".

TRANSFER OF SHARES

9. The Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

TRANSMISSION OF SHARES

10. A person becoming entitled to a share by reason of the death or bankruptcy of a member shall not, before being registered as a member in respect of the share, be entitled to receive a copy of any balance sheet (or other document required by law to be annexed thereto) or any notice of a General Meeting, and regulations 31 and 38 of Table A shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

11. There shall be added at the end of regulation 41 of Table A the words "and if at the adjourned Meeting a quorum is not present within fifteen minutes after the time appointed for the Meeting, one person entitled to be counted in a quorum present at the Meeting shall be a quorum."

12. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 of Table A shall be modified accordingly.

VOTES OF MEMBERS

13. A proxy shall be entitled to vote on a show of hands and regulation 54 of Table A shall be modified accordingly.

DELEGATION OF DIRECTORS' POWERS

14. The following words shall be added after the words "one or more directors" in regulation 72 of Table A:-

"who shall have power unless the Directors direct otherwise to co-opt as a member or members of the committee for any specific purpose any person or persons although not being a Director of the Company".

APPOINTMENT DISQUALIFICATION AND REMOVAL OF DIRECTORS

15. (A) The Directors shall not be liable to retire by rotation.

(B) A Director shall not be required to hold any share qualification.

16. (A) The Company may by Ordinary Resolution appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

- (B) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the maximum number of Directors (if there be any maximum) is not exceeded.

17. Unless and until otherwise determined by the Company by Ordinary Resolution, either generally or in any particular case, no Director shall vacate or be required to vacate, his office as a Director on or by reason of his attaining or having attained the age of seventy, and any person proposed to be appointed a Director shall be capable of being appointed as a Director notwithstanding that he has attained the age of seventy, and no special notice need be given of any resolution for the appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be appointed as such.

ASSOCIATE DIRECTORS

18. The Directors may from time to time appoint any one or more persons to the office of Associate Director for such period, at such remuneration (if any) and generally on such terms as they shall think fit, including the terms that any such Director shall be entitled to such rights and powers only and be subject to such restrictions in all respects as shall be conferred upon him defined or arranged at the time of appointment or subsequently. Subject as aforesaid an Associate Director shall not be entitled to notice of or to attend meetings of the Directors except in cases where the Directors resolve that his presence is required. Such terms, rights, powers, restrictions and title may be so defined either absolutely and in fixed terms or by reference to the discretion and decision from time to time of the Board of Directors. The appointment of an Associate Director hereunder shall not constitute him as a Director within the meaning of the expression "Director" as defined in the Companies Act 1985, and he shall remain at all times and in all respects subject to the control of the Directors and he may at any time be removed or suspended from office by the Directors. A Director appointed under this Article shall not (a) be remunerated as a Director pursuant to regulation 82 of Table A; (b) be counted in the quorum at a meeting of Directors or be entitled to vote thereat; (c) be authorised to act as a Director in the affixing of the seal; or (d) be counted for the purposes of calculating the number of Directors pursuant to regulation 64 of Table A.

REMUNERATION OF DIRECTORS

19. The following words shall be added after the words "from day to day" in regulation 82 of Table A: "Such remuneration shall be divided among them in such proportions and in such manner as they shall agree, or in default of unanimous agreement equally. Any resolution of the Board of Directors reducing or postponing the time for payment of the Directors' remuneration shall bind all the Directors".

PROCEEDINGS OF THE DIRECTORS

20. Subject to the provisions of Section 317 of the Act, a Director may vote on any contract or arrangement in which he is interested and on any matter arising therefrom and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration. Regulations 94 and 95 of Table A shall be modified accordingly.

21. In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other

22. Notwithstanding anything contained in these Articles the Directors (or Director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any shares in the Company in each case where such shares have been mortgaged or charged by way of security in favour of a bank or other entity (whether as lender, agent, trustee or otherwise) (a "Secured Party") and where the transfer is or is to be;

(a) to a Secured Party or its nominee, or

(b) executed by a Secured Party, its nominee or any receiver (or similar officer) pursuant to any power existing under such security,

and a certificate from the Secured Party, its nominee or any receiver (or similar officer) that the shares are or are to be subject to such security and the transfer is in accordance with the provisions of this Article shall be conclusive evidence of such facts

23. Notwithstanding anything contained in these Articles any lien over shares (whether paid or unpaid shares), any pre-emption rights over shares and any other restrictions on the transfer of shares shall not apply to any shares that have been mortgaged or charged by way of security in favour of a Secured Party