

Company No. 01479610

Private company limited by shares

WRITTEN RESOLUTION

OF

WYKE FARMHOUSE CHEESE COMPANY LIMITED (the "Company")

Circulated on 18 Jan 2017

Special Resolution

Pursuant to the powers contained in the Articles of Association of the Company and in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), it is proposed by the directors that the following resolution be passed as a special resolution (the "Special Resolution").

THAT the articles of association of the Company be and are amended by this resolution by:

1. amending lines 4 and 5 of Article 1 to read: "that is to say, Clauses 11, 12, 13, 14, 24, 53, 75, 77 and 79 in Part I of Table A shall not apply to the Company";
2. deleting Article 4; and
3. inserting a new Article 13 as follows:

"13 Notwithstanding anything contained in these Articles, the Directors of the Company may not decline to register any transfer of shares in the Company and may not suspend any registration thereof, where such transfer is:

- (i) to a bank or institution to which such shares have been mortgaged or charged by way of security (whether as lender, or agent and trustee for a group of banks or institutions or otherwise) (a "**Secured Institution**"), or to any nominee of such Secured Institution, pursuant to any such security;
- (ii) executed by a Secured Institution or its nominee pursuant to the power of sale or other power under any such security; or
- (iii) executed by a receiver or manager appointed by or on behalf of any Secured Institution or its nominee, under any such security,

and furthermore, notwithstanding anything to the contrary contained in these Articles:

- (i) no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or to its nominee;
  - (ii) no Secured Institution or its nominee; and
  - (iii) no receiver or manager appointed by or on behalf of a Secured Institution or its nominee,
- shall be required to offer the shares which are or are to be the subject of any such transfer to the members for the time being of the Company or any of them, and no such member shall have any right under these Articles or otherwise to require such shares to be transferred to them whether for consideration or not."

FRIDAY



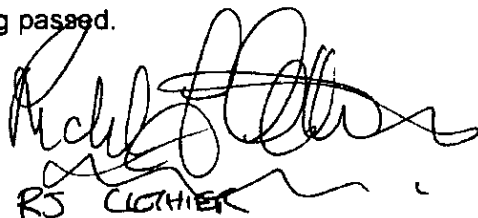
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## AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolution and the Ordinary Resolutions (together the "Resolutions").

Pursuant to section 288 of the Companies Act 2006 we, the undersigned, being the sole eligible member (as defined by section 289 of the Companies Act 2006) of the Company entitled at the time the Resolutions were circulated to vote on the resolution, HEREBY AGREE to the Resolutions being passed.

Signature



Name

RS CLOTHIER

Duly authorised for and on behalf of WYKE FARMS LIMITED

Date of signature 18 Sep. 2017

## NOTES FOR MEMBERS

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
  - (A) **By Hand:** delivering the signed copy to Paul Hardwick, Wyke Farms Ltd., White House Farm, Wyke Champflower, Bruton, Somerset BA10 0PU.
  - (B) **Post:** returning the signed copy by post to Paul Hardwick, Wyke Farms Ltd., White House Farm, Wyke Champflower, Bruton, Somerset BA10 0PU.
  - (C) **By email:** attaching a scanned signed copy to an e-mail and sending it to [paul@wykefarms.com](mailto:paul@wykefarms.com).
2. If you do not agree to the Resolutions, you do not need to do anything as you will not be deemed to agree if you fail to reply.
3. Your agreement is irrevocable which means that once you have indicated your agreement to the Resolutions, you may not change your mind.
4. Unless, by 28 days from the circulation date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or by this date.