

# COMPANIES ACT 2006

## SPECIAL/WRITTEN/ORDINARY RESOLUTION

Company Number: 01479610

Company Name: Wyke Farmhouse Cheese Company Limited

On the 30<sup>th</sup> day of June 2020 the following written resolution was agreed and passed by the members:

Company No. 01479610

Private company limited by shares

### WRITTEN RESOLUTION OF

WYKE FARMHOUSE CHEESE COMPANY LIMITED (the "Company")

Circulated on 2020

#### Ordinary 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 Act, it is proposed by the directors that the following two resolutions be passed as ordinary resolutions (the "Ordinary Resolutions").

#### ORDINARY RESOLUTIONS

1. THAT the terms of, and the transactions contemplated by:

- (A) an amendment letter (the "Amendment Letter") in relation to the term and revolving facilities agreement dated 7 February 2013 (as amended from time to time thereafter, including pursuant to a supplemental amendment agreement dated 24 December 2013, an amendment and restatement agreement dated 4 June 2014, an amendment agreement dated 5 June 2014, a supplemental agreement dated 16 February 2015 and a supplemental amendment agreement dated 9 December 2015, an amendment and restatement agreement dated 18 January 2017, a supplemental amendment agreement dated 3 August 2017, an amendment agreement dated 18 December 2017 and an amendment and restatement agreement dated 2 May 2019) (the "Facilities Agreement") with Barclays Bank PLC (the "Lender") as lender, pursuant to which the Company will re-affirm a cross-guarantee in favour of the Lender;
- (B) a debenture creating fixed and floating charges over the property, assets and undertaking of the Company (the "Debenture"); and
- (C) such other documents required in relation to the Amendment Letter and Debenture,

(together the "Documents"), be and are hereby approved and are for the benefit, and in the best interests, of the Company for the purposes of carrying on its business.



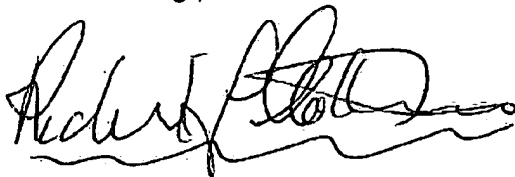
2. THAT, notwithstanding any limitations and provisions of the Company's memorandum and articles of association or any personal interest of any of the Company's directors, the Company's directors and/or secretary (in the case of a document to be entered into as a deed) be and are hereby authorised and directed to execute, deliver and perform the obligations set out in the Documents and give or execute any or all notices, communications or other documents on behalf of the Company pursuant to or in connection with each of the Documents (in such manner and subject to such changes as the Company's directors or any one of them, in their absolute discretion, think fit (such opinion being evidenced by the execution of such document)).

## AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Ordinary 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 Ordinary Resolutions were circulated to vote on the resolution, HEREBY AGREE to the Ordinary Resolutions being passed.

Signature



Name

R. J. CROTHIER

Duly authorised for and on behalf of WYKE FARMS LIMITED

Date of signature 29<sup>th</sup> June 2020

## NOTES FOR MEMBERS

1. If you agree to the Ordinary 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, White House Farm, Wyke Champflower, Bruton, Somerset BA10 0PU.
  - (B) **Post:** returning the signed copy by post to Paul Hardwick, 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
2. If you do not agree to the Ordinary 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 Ordinary Resolutions, you may not change your mind.
4. Unless, by 28 days from the circulation date, sufficient agreement has been received for the Ordinary Resolution to pass, it will lapse. If you agree to the Ordinary Resolutions, please ensure that your agreement reaches us before or by this date.