

THE COMPANIES ACTS 2006

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PRIVATE COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTIONS

of

**OPENFIELD AGRICULTURE LIMITED**  
(the "**Company**")

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PASSED ON: 20 February 2023

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Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions were passed by written resolutions as Special Resolutions:

SPECIAL RESOLUTIONS

- 1 THAT the articles of association of the Company be altered by the insertion of the following wording as an additional limb of article 26:

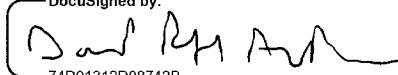
"26(6) Notwithstanding anything contained in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise, including, for the avoidance of doubt, any lien referred to in the articles), the directors shall not decline to register any transfer of shares nor suspend registration thereof:

- (a) where such transfer is in favour of a bank, other financial institution or other person to which such shares have been mortgaged or charged by way of security (each a "**Secured Party**"), or to any nominee of a Secured Party and the transfer is as contemplated by, or pursuant to, any mortgage or charge of shares or any call or other share option granted in favour of such Secured Party; or
- (b) where such transfer is by or on behalf of a Secured Party or any nominee of a Secured Party in favour of any third party upon disposal or realisation of shares following the Secured Party having become entitled to exercise or enforce its rights under any such mortgage, charge and/or call or other option,

and a certificate by or on behalf of the Secured Party that the relevant transfer is within paragraph (a) and (b) above shall be conclusive evidence of that fact."

- 2 THAT the articles of association of the Company be altered by the insertion of the following wording at the end of article 11:

"If and for so long as the company only has one director, Model Article 11 is not to be regarded as a provision requiring the company to have more than one director for the purposes of Model Article 7(2). For the avoidance of doubt, if the company has only one director, the quorum for directors' meetings is one and the director may take decisions without regard to any of the provisions of these articles (including the relevant incorporated Model Articles) relating to directors' decision-making and proceedings."

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Director