

Company number 05936386

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF

CAFFE NERO GROUP HOLDINGS LTD (the "Company")


On 1 December 2022, the following written resolutions were passed as an ordinary resolution in the case of resolution 1 and a special resolution in the case of resolution 2 in accordance with Chapter 2 of Part 13 of the Companies Act 2006.

ORDINARY RESOLUTION

1. That:
 - (a) the directors of the Company (from time to time) are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("Rights") up to a maximum total nominal amount of £1; and
 - (b) this authority expires five years from the date on which this resolution is passed but that the Company may make offers or agreements before this authority expires which would or might require shares to be allotted, or Rights to be granted, after the authority expires and the directors may allot shares and grant Rights pursuant to any of those offers or agreements as if this authority had not expired.

SPECIAL RESOLUTION

2. That the Company's entry into an agreement with its subsidiary Rome Bidco Limited to cease charging interest from 31 May 2022 on a debt owed by Rome Bidco Limited to the Company under the terms of an intra-group loan agreement dated 26 January 2007 is in the best interests of the Company.

DocuSigned by:

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Director

