

THE COMPANIES ACT 2006 COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

BISCUITEER BAKING COMPANY LTD (the Company)

On 9 November 2020 the following ordinary and special resolutions were duly passed as written resolutions of the Company pursuant to section 288 of the Companies Act 2006:

ORDINARY RESOLUTION

1. **THAT** in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot A Ordinary Shares of £0.0001 each in the capital of the Company (A Ordinary Shares) with the rights and restrictions set out in the articles of association of the Company (Articles) up to an aggregate nominal amount of £67.0714 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date five years from the date of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

SPECIAL RESOLUTIONS

2. **THAT** any and all pre-emption rights to which the holders of the A Ordinary Shares may be entitled in Articles 12.2 to 12.4 of the Articles be and are hereby waived or otherwise disapplied in respect of the allotment referred to in Resolution 1 at a subscription price of £1.11821134 per A Ordinary Share.
3. **THAT** the Articles be amended as follows:
 - a. by the deletion of Article 2.1 and its replacement with the following new Article 2.1:

"Unless otherwise determined by the Company by ordinary resolution, the maximum amount of Shares that may be allotted by the Company shall be (at any time including any Shares already allotted or issued but excluding any Shares that have been purchased or redeemed by the Company) (the "Authorised Share Capital") £1,479.1008 comprising 13,586,953 A Ordinary Shares, 498,017 B Investment Shares and 706,038 G Shares";
 - b. by the deletion of the words "Subject to Articles 8, 9 and 10" in Article 13.1 and their replacement with the words "Subject to Articles 13.4, 14, 15 and 16"; and
 - c. by inserting a new Article 13.4 as follows:

"The provisions of Articles 13.1.1 to 13.1.8 shall not apply to any transfers of A Ordinary Shares provided that the numbers of A Ordinary Shares to be transferred, the identity of the transferors and the transferees and the price of such transfers have been approved in writing by the holders of at least 75% or more of the A Ordinary shares."

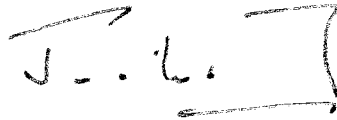


ORDINARY RESOLUTION

4. **THAT** the allotment of 353,019 G Shares of £0.0001 each in the capital of the Company (G Shares) on 1 February 2018 be and is hereby approved and ratified.

SPECIAL RESOLUTION

5. **THAT** any and all pre-emption rights of the holders of the A Ordinary Shares in Articles 12.2 to 12.4 of the Articles be and are hereby waived and disapplied in respect of the allotments of 353,019 G Shares on 30 June 2017 and 1 February 2018.



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Director