

Company Number: 7358378

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

FOOD FRESHNESS TECHNOLOGY HOLDINGS LIMITED

(the "Company")

Circulation Date 14 June 2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, we, the undersigned, being the members entitled to attend and vote at any general meeting of the Company in respect of the resolutions set out below, HEREBY AGREE that the following resolutions be passed as ordinary and special resolutions of the Company:

ORDINARY RESOLUTION

1. **THAT** the directors be generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006, to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company up to an aggregate nominal amount of £40; which authority shall expire on 1 January 2016.

SPECIAL RESOLUTIONS

2. **THAT**, subject to the passing of resolution number 1 above and in accordance with article 15 of the Company's articles of association (the **Articles**), the directors be empowered to allot Relevant Securities (as defined in the Articles) pursuant to the authority conferred by resolution 1, as if article 15 of the Articles did not apply to any such allotment, provided that this power shall be limited to the allotment of such Relevant Securities up to an aggregate nominal amount of £40; which authority shall expire on 1 January 2016.
3. **THAT** the articles of association of the Company appended to this written resolution be and are hereby adopted with immediate effect as the Company's articles of association in substitution for and to the exclusion of all existing articles of association of the Company.
4. **THAT** subject to the passing of resolution number 2 above, the consent of Carolina Energy Hedging Limited Co. and the consent of the holders of the B Ordinary Shares of £0.01 each in the capital of the Company, the B Ordinary Shares of £0.01 each in the capital of the Company registered in the name of Carolina Energy Hedging Limited Co. shall (i) have the rights attached to them varied so that the rights attached to them are in all respects uniform with the rights attached to the C Shares of £0.01 each in the capital of the Company and (ii) be designated as C Shares, having the rights and being subject to the restrictions specified in the articles of association of the Company.
5. **THAT** subject to the passing of resolution number 2 above, the consent of Laurence Kayson and the consent of the holders of the A Ordinary Shares of £0.10 each in the capital of the Company,

THURSDAY

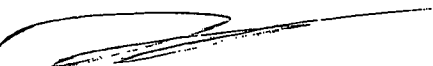


A03 *AC2SUS15* 04/05/2023 #166
COMPANIES HOUSE

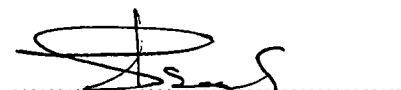
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6. **THAT** subject to the passing of resolution number 2 above, the consent of Simon Lee and the consent of the holders of the A Ordinary Shares of £0.10 each in the capital of the Company, the A Ordinary Shares of £0.10 each in the capital of the Company registered in the name of Simon Lee shall (i) have the rights attached to them varied so that the rights attached to them are in all respects uniform with the rights attached to the A-1 Shares of £0.10 each in the capital of the Company and (ii) be designated as A-1 Shares, having the rights and being subject to the restrictions specified in the articles of association of the Company.
7. **THAT** subject to the passing of resolution number 2 above and the consent of the holder of the Deferred Shares of £0.10 each in the capital of the Company, the 882 Deferred Shares of £0.10 each in the capital of the Company and registered in the name of Kevin Woolford shall be subdivided into 88,200,000 Deferred Shares of £0.000001 each.

Please read the notes at the end of this document before signifying your agreement to the resolutions.


.....
Jeremy Isaacs

14 June 2013


.....
Joanne Isaacs

14/6/ 2013

.....
Kate Nagioff

2013

.....
Janice Sugarman

2013

.....
Matthew S. Dontzin

2013

Company Number: 7358378

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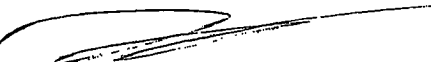
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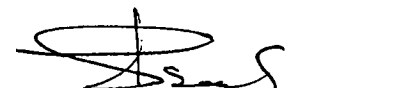
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Jeremy Isaacs

14 June 2013


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Joanne Isaacs

14/6/ 2013

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Kate Nagioff

2013

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Janice Sugarman

2013

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Matthew S. Dontzin

2013

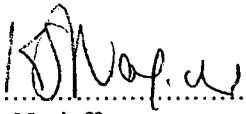
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Jeremy Isaacs

..... 2013
Joanne Isaacs


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Kate Nagioff

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Matthew S. Dontzin

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Jeremy Isaacs

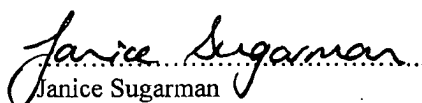
2013

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Joanne Isaacs

2013

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Kate Nagioff

2013


Janice Sugarman

14th June 2013

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Matthew S. Dontzin

2013

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2013

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Joanne Isaacs

2013

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Kate Nagioff

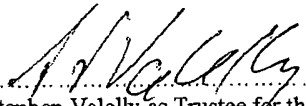
2013

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Janice Sugarman

2013

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Matthew S. Dontzin

17/06/2013


.....
Stephen Valelly as Trustee for the
Cole H. Dontzin Trust

18/06/ 2013

.....
Signed by a duly authorised director
for and on behalf of Sippchoice
Trustees Limited as trustees of the
Sippchoice Bespoke SIPP for the
benefit of Jeremy Isaacs
Name:

2013

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Joanna Nader

2013

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Ethan Levner

2013

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Huarong Tang

2013

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Kevin Woolford

2013

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Garry Jensen

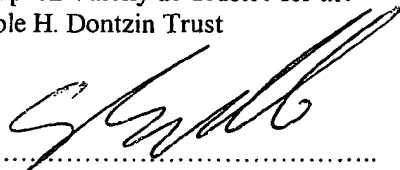
2013

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Era Sahni

2013

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Stephen Valelly as Trustee for the
Cole H. Dontzin Trust

2013



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Signed by a duly authorised ~~director~~ *signatory*
for and on behalf of Sippchoice
Trustees Limited as trustees of the
Sippchoice Bespoke SIPP for the
benefit of Jeremy Isaacs
Name: *GEORGE BONELLO*

14/6/2013

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Joanna Nader

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Ethan Levner

2013

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Huarong Tang

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Kevin Woolford

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Garry Jensen

2013

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Era Sahni


2013

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Stephen Valelly as Trustee for the
Cole H. Dontzin Trust


2013

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Signed by a duly authorised director
for and on behalf of Sippchoice
Trustees Limited as trustees of the
Sippchoice Bespoke SIPP for the
benefit of Jeremy Isaacs
Name:

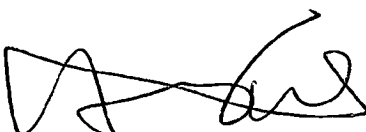
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Joanna Nader

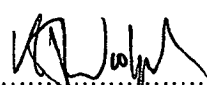
14/6/ 2013


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Ethan Levner

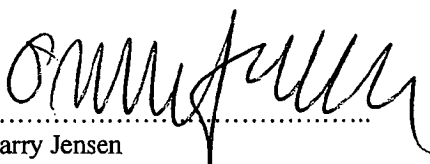
14/6/ 2013


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Huarong Tang

14/6/ 2013


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Kevin Woolford

14/6/ 2013


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Garry Jensen

14/6/ 2013

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Era Sahni

2013

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Stephen Valelly as Trustee for the
Cole H. Dontzin Trust

2013

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Signed by a duly authorised director
for and on behalf of Sippchoice
Trustees Limited as trustees of the
Sippchoice Bespoke SIPP for the
benefit of Jeremy Isaacs
Name:

2013

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Joanna Nader

2013

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Ethan Levner

2013

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Huarong Tang

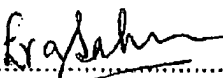
2013

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Kevin Woolford


2013

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Garry Jensen


2013

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Era Sahni

14/05/2013


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Thomas Cuvelier

14/6/ 2013


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Serena Shalson

14 June 2013

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Signed by a duly authorised director
for and on behalf of Falcon Crest
Limited
Name:

2013

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Simon Lee

2013

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Laurence Kayson

2013

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Greg Pavett

2013

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Heidi Pavett

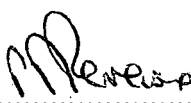
2013

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Signed by a duly authorised manager
for and on behalf of Carolina Energy
Hedging Limited Co.
Name:

2013

..... 2013
Thomas Cuvelier

..... 2013
Serena Shalson


..... 14/5/2013
Signed by a duly authorised director
for and on behalf of Falcon Crest
Limited
Name: PETER PENNING

..... 2013
Simon Lee

..... 2013
Laurence Kayson

..... 2013
Greg Pavett

..... 2013
Heidi Pavett

..... 2013
Signed by a duly authorised manager
for and on behalf of Carolina Energy
Hedging Limited Co.
Name:

.....
Thomas Cuvelier

2013

.....
Serena Shalson

2013

.....
Signed by a duly authorised director
for and on behalf of Falcon Crest
Limited
Name:

2013



.....
Simon Lee

14/6/ 2013



.....
Laurence Kayson

14/6/ 2013

.....
Greg Pavett

2013

.....
Heidi Pavett

2013

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Signed by a duly authorised manager
for and on behalf of Carolina Energy
Hedging Limited Co.
Name:

2013

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Thomas Cuvelier

2013

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Serena Shalson

2013

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Signed by a duly authorised director
for and on behalf of Falcon Crest
Limited
Name:

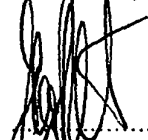
2013

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Simon Lee

2013


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Laurence Kayson

2013


.....
Greg Pavett

JUNE 14th

2013


.....
Heidi Pavett

June 14th, 2013

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Signed by a duly authorised manager
for and on behalf of Carolina Energy
Hedging Limited Co.
Name:

2013

..... 2013
Thomas Cuvelier

..... 2013
Serena Shalson

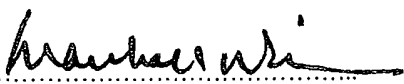
..... 2013
Signed by a duly authorised director
for and on behalf of Falcon Crest
Limited
Name:

..... 2013
Simon Lee

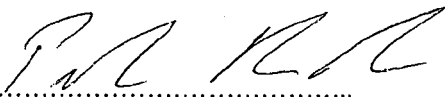
..... 2013
Laurence Kayson

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Greg Pavett

..... 2013
Heidi Pavett


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Signed by a duly authorised manager
for and on behalf of Carolina Energy
Hedging Limited Co.
Name: Marshall Winn

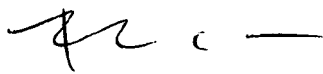
14 JUNE 2013


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Peter Kadas

14 JUNE 2013

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Lajos Varga

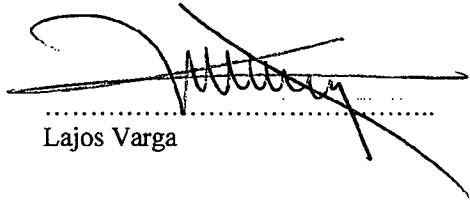
2013


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Csaba Barta

14/6/2013

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Peter Kadas

2013


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Lajos Varga

14/6/2013

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Csaba Barta

2013

NOTES

If you agree with 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:

By hand: delivering the signed copy to Simon Lee at H300, Edison Road, Hams Hill, Coleshill, Birmingham B46 1AB.

Post: returning the signed copy by post to Simon Lee at H300, Edison Road, Hams Hill, Coleshill, Birmingham B46 1AB.

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to simon.lee@foodfreshness.com. Please enter "written resolutions June 2013" in the mail subject box.

If you do not agree to any of the resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

However, once you have indicated your agreement to the resolutions, you may not revoke your agreement.

The circulation date of the written resolutions is 14 June 2013 (the "**Circulation Date**").

Eligible members are the members who would have been entitled to vote on the resolutions on the Circulation Date of the written resolutions.

The period for agreeing to the written resolutions is the period of 28 days beginning with the Circulation Date (section 297 Companies Act 2006). Therefore unless, by 12 July 2013, sufficient agreement has been received for a resolution to pass, it will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or on this date.

If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

A written resolution is passed when the required majority of eligible members have signified their agreement to it.