

Company No: 07541643

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

NATURAL ASSETS INVESTMENTS LIMITED

(the Company)

THURSDAY



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COMPANIES HOUSE

CIRCULATION DATE: 13th January 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**), the Directors of the Company propose that the following resolution be passed (the **Resolution**):

SPECIAL RESOLUTION

1. **THAT** the Articles of Association of the Company be amended as follows:

- a. By the deletion of the words "*and one B Director*" in Article 8.2;
- b. By the deletion of the words "*and one B Director*" in Article 10.1;
- c. By the deletion of the words "*and one of whom must be a B Director*" in Article 13.2;
- d. By the deletion of the words "*or any B Director*" in Article 13.3;
- e. By the deletion of Articles 14.1 to 14.4 (inclusive) and replacing them with the following:

"14.1 The Directors may appoint a Director to chair their meetings.

14.2 The person so appointed for the time being is known as the Chairman.

14.3 The Directors may terminate the Chairman's appointment at any time.

14.4 If the Chairman is not participating in a Directors' meeting within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair it."

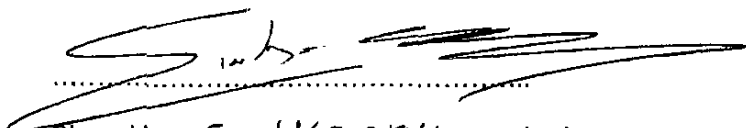
- f. By deleting Article 20.6 and replacing it with the following: "*If any A Director or any B Director dies or is removed from or vacates office for any reason, the Holders of the A Shares (in the case of an A Director) or the Holders of the B Shares (in the case of a B*

Director) may (but shall not be obliged to) appoint in his place another person to be an A Director or a B Director (as the case may be)."

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolution on the Circulation Date and the holder of all of the B Shares in issue, hereby irrevocably agrees to the Resolution:

A handwritten signature in black ink, appearing to read 'Ewan Keating', written over a horizontal dotted line.

Signed by Ewan KEATING (a member)
for and on behalf of **K2 Equity Partners LLP**

Date: 13th January 2020

The undersigned, a person entitled to vote on the Resolution on the Circulation Date and the holder of all of the A Shares in issue, hereby irrevocably agrees to the Resolution:

.....
Signed by **David Gorton**

Date: _____ January 2020

Director) may (but shall not be obliged to) appoint in his place another person to be an A Director or a B Director (as the case may be)."

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolution on the Circulation Date and the holder of all of the B Shares in issue, hereby irrevocably agrees to the Resolution:

.....

Signed by _____ (a member)
for and on behalf of **K2 Equity Partners LLP**

Date: _____ January 2020

The undersigned, a person entitled to vote on the Resolution on the Circulation Date and the holder of all of the A Shares in issue, hereby irrevocably agrees to the Resolution:


.....

Signed by **David Gorton**

Date: 15th January 2020

NOTES

1. If you agree with the Resolution, 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 Natural Assets Investments Limited, 1st Floor Whitecroft House, 51 Water Lane, Wilmslow, Cheshire, SK9 5BQ

Post: returning the signed copy by post to Natural Assets Investments Limited, 1st Floor Whitecroft House, 51 Water Lane, Wilmslow, Cheshire, SK9 5BQ

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

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Unless, within the period of 28 days beginning with the Circulation Date sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before the expiry of this period.
4. 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.

Company No: 07541643

NATURAL ASSETS INVESTMENTS LIMITED

(the Company)

Written consent relating to a variation of class rights

In accordance with article 27 of the articles of association of the Company I, being the holder of all of the A Shares in the capital of the Company, hereby irrevocably consent to and sanction the passing of the resolution set out in the attached draft written resolution and every variation, modification or abrogation of the rights, privileges and restrictions attaching to the A Shares as a class of shares that will or may be effected thereby.

.....

Signed by **David Gorton**

Date: 13th January 2020

DRAFT WRITTEN RESOLUTION

Company No: **07541643**

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

NATURAL ASSETS INVESTMENTS LIMITED

(the Company)

CIRCULATION DATE: _____ January 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**), the Directors of the Company propose that the following resolution be passed (the **Resolution**):

SPECIAL RESOLUTION

1. **THAT** the Articles of Association of the Company be amended as follows:

- a. By the deletion of the words "*and one B Director*" in Article 8.2;
- b. By the deletion of the words "*and one B Director*" in Article 10.1;
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"14.1 The Directors may appoint a Director to chair their meetings.

14.2 The person so appointed for the time being is known as the Chairman.

14.3 The Directors may terminate the Chairman's appointment at any time.

14.4 If the Chairman is not participating in a Directors' meeting within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair it."

- f. By deleting Article 20.6 and replacing it with the following: *"If any A Director or any B Director dies or is removed from or vacates office for any reason, the Holders of the A Shares (in the case of an A Director) or the Holders of the B Shares (in the case of a B Director) may (but shall not be obliged to) appoint in his place another person to be an A Director or a B Director (as the case may be)."*

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolution on the Circulation Date and the holder of all of the B Shares in issue, hereby irrevocably agrees to the Resolution:

.....

Signed by _____ (a member)
for and on behalf of **K2 Equity Partners LLP**

Date: _____ January 2020

The undersigned, a person entitled to vote on the Resolution on the Circulation Date and the holder of all of the A Shares in issue, hereby irrevocably agrees to the Resolution:

.....

Signed by **David Gorton**

Date: _____ January 2020

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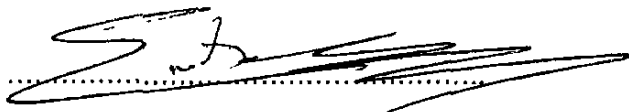
Company No: 07541643

NATURAL ASSETS INVESTMENTS LIMITED

(the Company)

Written consent relating to a variation of class rights

In accordance with article 27 of the articles of association of the Company we, being the holder of all of the B Shares in the capital of the Company, hereby irrevocably consent to and sanction the passing of the resolution set out in the attached draft written resolution and every variation, *modification or abrogation of the rights, privileges and restrictions attaching to the B Shares as a class of shares that will or may be effected thereby.*



Signed by Ewan Keenan (a member)
for and on behalf of **K2 Equity Partners LLP**

Date: 13th January 2020

DRAFT WRITTEN RESOLUTION

Company No: **07541643**

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

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Signed by _____ (a member)
for and on behalf of **K2 Equity Partners LLP**

Date: _____ January 2020

The undersigned, a person entitled to vote on the Resolution on the Circulation Date and the holder of all of the A Shares in issue, hereby irrevocably agrees to the Resolution:

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Signed by **David Gorton**

Date: _____ January 2020

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