

Company Number: 08258929

**The Companies Act 2006**

**Private company limited by shares**

**Written Resolution**

**of**

**COFFEE AND TV LIMITED**  
**(the "Company")**

28<sup>th</sup> September 2020 (the "Circulation Date")



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution (the "Special Resolution").

**Special Resolution:**

THAT with effect from this Special Resolution being passed the articles of association of the Company be altered by inserting the following new articles 1.3 & 1.4.

**1.3 Objects**

The objects of the Company are to promote the success of the Company; for the benefit of its members as a whole; and through its business and operations, to have a material positive impact on society and the environment, taken as a whole.

**1.4 Directors' Duties**

(a) A Director shall have regard (amongst other matters) to:

- i. the likely consequences of any decision in the long term,
- ii. the interests of the Company's employees,
- iii. the need to foster the Company's business relationships with suppliers, customers and others,
- iv. the impact of the Company's operations on the community and the environment,
- v. the desirability of the Company maintaining a reputation for high standards of business conduct, and
- vi. the need to act fairly as between members of the Company,

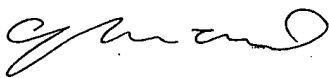


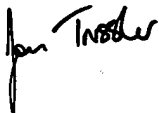
(together, the matters referred to above shall be defined for the purposes of this Article as the "Stakeholder Interests").

- (b) For the purposes of a Director's duty to act in the way he or she considers, in good faith, most likely to promote the success of the Company, a Director shall not be required to regard the benefit of any particular Stakeholder Interest or group of Stakeholder Interests as more important than any other.
- (c) Nothing in this Article express or implied, is intended to or shall create or grant any right or any cause of action to, by or for any person (other than the Company).
- (d) The Directors of the Company shall for each financial year of the Company, prepare a strategic report as if sections 414A(1) and 414C of the Act (as in force at the date of adoption of these Articles) applies to the Company whether or not they would be required to do so otherwise than by this Article".

**Please read the notes at the end of this document before signifying your agreement to the Special Resolutions.**

#### **AGREEMENT**

The undersigned, being a person entitled to vote on the Special Resolution on the Circulation Date hereby irrevocably agrees to the Special Resolution:

<b>Name of Shareholder Signature</b>	<b>Signature</b>	<b>Date of</b>
Christopher CHARD.		28/09/2020
Philip HURRELL		28/09/2020
Derek Moore		28/09/2020
Jon TRUSSLER		28/09/2020