

Company number 08443757

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

- of -

CITY PANTRY LTD (the "Company")

13 May 2016 (the "Circulation Date")

Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "Act") and clause D of the current shareholders' agreement relating to the Company (the "Existing Shareholders' Agreement") the directors of the Company propose that the following resolutions are passed as special resolutions of the shareholders of the Company (the "Resolutions")

SPECIAL RESOLUTIONS

1 That the directors be generally and unconditionally authorised for the purposes of section 551 of the Act, the Existing Shareholders' Agreement and the articles of association of the Company to exercise all the powers of the Company to allot and issue or to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal value of £69 27 provided that

- a the authority shall expire five years after the passing of this resolution, and
- b the Company may, before such expiry under paragraph (a) above of this resolution, make an offer or agreement which would require shares in the capital of the Company to be allotted or rights to subscribe for or to convert any security into shares in the capital of the Company to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

This authority is in substitution for any subsisting authorities

2 That all and any rights of pre-emption whether under the Existing Shareholders' Agreement, the articles of association of the Company, the Act or otherwise be and are hereby waived in respect of the issue and allotment by the directors of any shares pursuant to the authority set out in resolution 1 above



AGREEMENT

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


The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree(s) to the Resolutions.

Signed:

Name:

For and on behalf of:

Date:


E.S. McLEAN
19/5/16

(PRINT NAME)

(COMPLETE IF MEMBER IS A COMPANY)

EDWARD STANTON
McLEAN
E.S. McLEAN

NOTES

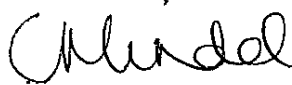
1. Once you have indicated your voting intentions please sign this document and return it to the Company.
1. If you do not agree with the Resolutions you do not need to do anything you will not be deemed to agree if you fail to reply.
2. Once you have indicated your agreement to the Resolutions you may not revoke your agreement.
3. Unless, within 28 days of the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolutions to be passed, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date.
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.

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The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree(s) to the Resolutions

Signed



Name

CHARLOTTE MINDEL

(PRINT NAME)

For and on behalf of

(COMPLETE IF MEMBER IS A COMPANY)

Date

17th May 2016

NOTES

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Signed

Name


..... H. HENEAGE (PRINT NAME)

For and on behalf of ..

..... (COMPLETE IF MEMBER IS A COMPANY)

Date:

13/5/16

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Signed

...  ...

Name

... Chris Wadfield ... (PRINT NAME)

For and on behalf of

... (COMPLETE IF MEMBER IS A COMPANY)

Date

... 16/05/16 ...

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Signed



Name:

PHILIP SUNDELSTAD (PRINT NAME)

For and on behalf of

(COMPLETE IF MEMBER IS A COMPANY)

Date

16/MAY/2016

NOTES

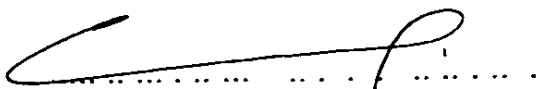
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Signed



Name

STUART SUNDERLAND (PRINT NAME)

For and on behalf of:

(COMPLETE IF MEMBER IS A COMPANY)

Date

13/MAY/2016

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Signed



Name

H. Ashton Crosby

(PRINT NAME)

For and on behalf of

(COMPLETE IF MEMBER IS A COMPANY)

Date

13/05/10

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