

Company number 09078746

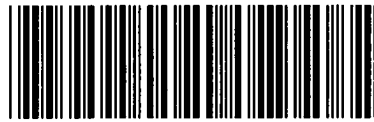
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

NORTHERN BLOC ICE CREAM LIMITED ("Company")

THURSDAY



\*A9K2W2C3\*

A24

17/12/2020

#347

COMPANIES HOUSE

*23rd January* 2017 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("2006 Act"), the directors of the Company propose that the following resolutions are passed, in the case of resolutions 1 and 4 as special resolutions and in the case of resolutions 2 and 3 as ordinary resolutions (the "Resolutions").

#### SPECIAL RESOLUTION

##### 1. Adoption of articles

THAT, the draft articles of association attached to this resolution be adopted as the articles of association of the Company (the "New Articles") in substitution for and to the exclusion of the existing articles of association.

#### ORDINARY RESOLUTION

##### 2. Re-designation of shares

THAT, subject to the passing of resolution 1 above, the 2,871 ordinary shares of £0.01 each in the capital of the Company currently held by the Trustees of the LICC Discretionary Settlement be re-designated as 2,871 preference shares of £0.01 each in the capital of the Company, that 698 ordinary shares of £0.01 each in the capital of the Company currently held by Joshue Lee be re-designated as 698 preference shares of £0.01 each and the 1,429 ordinary shares of £0.01 each in the capital of the Company held by Manolo Imperatori be re-designated as 1,429 ordinary shares of £0.01 each in the capital of the Company, having the rights and being subject to the restrictions set out in the New Articles.

##### 3. Authority to allot

THAT the directors are generally and unconditionally authorised in accordance with section 551 of the CA 2006 and in addition to any existing authority conferred on them to exercise all the powers of the Company to allot and issue shares in the Company up to an aggregate nominal amount of £35.69 ("Shares") for a period of five years from the date of this resolution save that in accordance with section 551(7) of the CA 2006 the Company may before the expiry of such period make an offer or agreement which would or might require shares to be allotted after such expiry and the directors may allot shares pursuant to such offer or agreement as if this authority had not expired.

## SPECIAL RESOLUTION

### 4. Disapplication of pre-emption rights

THAT subject to the passing of resolution 3 in accordance with section 570 of the CA 2006, the directors be and are hereby generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 3, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that:

- (a) be limited to the allotment of up to an aggregate nominal amount of £35.69; and
- (b) expire five years from the date of these Resolutions are passed, (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by these Resolutions has expired

## AGREEMENT

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

The undersigned, being the persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

Signed by JOSHUA ADAM LEE

Date

23.1.17

Signed by ALLAN LESLIE LEIGHTON

Date

23.1.17

Signed by DIRK MISCHENDAHL as  
trustee for and on behalf of THE LICC  
DISCRETIONARY SETTLEMENT 2014

Date

23.1.17

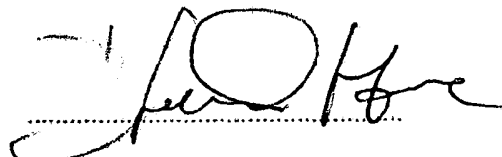
Signed by PHILIPPA JANE HALE as  
trustee for and on behalf of THE LICC  
DISCRETIONARY SETTLEMENT 2014

Date

23.1.17

Signed by MANOLO IMPERATORI

Date

  
23.1.17

#### NOTES

1. 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. If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply. You can agree to all of the Resolutions or none of them, but you cannot agree to some of them only.
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 for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during 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.