

Company number: 09295530

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

LIBERTY CHEESESTEAK COMPANY LTD ("**the Company**")

31<sup>st</sup> August 2020 (**Circulation Date**)

Under Chapter 2 of Part 13 of the Companies Act 2006, the director of the Company proposes that the following resolutions are passed as unanimous resolutions of the members of the Company ("**the Resolutions**").

**Resolution 1: Ratification of previous allotments of shares**

**THAT** in relation to:

- (i) the allotment and issue to the sole director of 4,900 ordinary A shares of £0.01 each, credited as fully paid up and such ordinary A shares being irredeemable and carrying the right to vote, the right to a dividend and the right to participate in other distributions (including on a winding up of the Company) on 1 September 2017;
- (ii) the allotment and issue of 5,000 ordinary A shares of £0.01 each, credited as fully paid up and such ordinary A shares being irredeemable and carrying the right to vote, the right to a dividend and the right to participate in other distributions (including on a winding up of the Company) on 5 December 2017 to the following investors in the proportions set out in the table below:

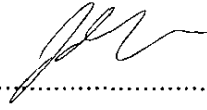
Name of investor	Number of ordinary A shares of £0.01 each	Price paid per ordinary A share	Total price paid for ordinary A shares
Algarrobo Investments S.L	1,000	£50.00	£50,000.00
Hartej Singh	1,000	£50.00	£50,000.00
Oliver Deutschmann	1,000	£50.00	£50,000.00
Tayseer Michael Farage	1,300	£50.00	£65,000.00
Richard Clout	500	£50.00	£25,000.00

**Liberty Cheesesteak Company Ltd (company number 09295530) ("the Company") -  
Written consent relating to a variation of class rights**

In accordance with section 630 of the Companies Act 2006 we, being the holders of not less than three quarters in nominal value of the issued ordinary shares of £0.01 each in the capital of the Company, hereby irrevocably consent to and sanction the passing of the resolution numbered 2 set out in the attached written resolution and every variation, modification or abrogation of the rights, privileges and restrictions attaching to the ordinary shares of £0.01 each as a class of shares that will or may be effected thereby.

Signed by **John Paul Teti**

Date

  
.....  
31 August 2020  
.....

Matthew Stephenson	100	£50.00	£5,000.00
Kevin Stephenson	100	£50.00	£5,000.00
<b>Total</b>	<b>5,000</b>		<b>£250,000.00</b>

- (iii) the allotment and issue of 2,864 ordinary A shares of £0.01 each, credited as fully paid up and such ordinary A shares being irredeemable and carrying the right to vote, the right to a dividend and the right to participate in other distributions (including on a winding up of the Company) during the period starting on 10 October 2018 and ending on 20 October 2018 to the following investors in the proportions set out in the table below:

<b>Name of investor</b>	<b>Number of ordinary A shares of £0.01 each</b>	<b>Price paid per ordinary A share</b>	<b>Total price paid for ordinary A shares</b>
Algarrobo Investments S.L	714	£140.00	£99,960.00
Hartej Singh	286	£140.00	£40,040.00
Oliver Deutschmann	286	£140.00	£40,040.00
Tayseer Michael Farage	1,036	£140.00	£145,040.00
David Kinzel	178	£140.00	£24,920.00
Timothy Fox	178	£140.00	£24,920.00
RCP Holdings	178	£140.00	£24,920.00
Brandon Stephens	8	£140.00	£1,120.00
<b>Total</b>	<b>2,864</b>		<b>£400,960.00</b>

(together "the Previous Allotments of Shares"),

all actions of the sole director, including the allotment and issue of the Previous Allotments of Shares and the filing of the returns of allotment of shares at Companies House, is hereby ratified and approved by the unanimous consent of the members of the Company, notwithstanding the failure to (i) pass an ordinary resolution authorising the sole director to allot such shares and (ii) either follow the pre-emption procedure contained in section 561 of the Companies Act 2006 or to

pass a special resolution pursuant to section 571 of the Companies Act 2006 to disapply such pre-emption rights prior to the allotment and issue of the Previous Allotments of Shares and the members each accept the allotment and issue to him/it (as the case may be) of the relevant shares.

#### **Resolution 2: Variation of rights attaching to ordinary shares of £0.01 each**

**THAT** the rights attaching to the 100 fully-paid ordinary shares of £0.01 each which are registered in the name of John Paul Teti hereby be varied so that such shares:

- (a) are irredeemable;
- (b) shall entitle the holder to one vote on a show of hands, and one vote for every ordinary share held by him in the event of a poll;
- (c) shall entitle the holder to the right to participate in dividends; and
- (d) shall entitle the holder to the right to participate in other distributions (including on a winding up of the Company).

#### **Resolution 3: Conversion of shares by re-designation**

**THAT** the 100 fully-paid ordinary shares of £0.01 each which are registered in the name of John Paul Teti be designated 'ordinary A shares', carrying the rights and restrictions specified in the provisions of resolution 2 above and the current articles of association of the Company.

#### **AGREEMENT**

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

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

Signed by **Juan Pane Arregui**  
For and on behalf of  
**Algarrobo Investments S.L**

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Date:

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Signed by **Hartej Singh**

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Date:

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Signed by **Oliver Deutschmann**

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Date:

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Signed by **Tayseer Michael Farage**

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Date: .....

Signed by **Richard Cloot** .....

Date: .....

Signed by **Matthew Stephenson** .....

Date: .....

Signed by **Kevin Stephenson** .....

Date: .....

Signed by **David Kinzel** .....

Date: .....

Signed by **Timothy Fox** .....

Date: .....

Signed by **Hugo Naon**  
For and on behalf of  
**RCP Holdings** .....

Date: .....

Signed by **Brandon Stephens** .....

Date: .....

Signed by **John Paul Teti** .....

Date: .....

## NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated below and returning it to the Company using one of the following delivery methods:

- By hand. Delivering the signed copy to 24 Bective Road, London, SW15 2QA.
- By post. Returning the signed copy by post to 24 Bective Road, London, SW15 2QA.
- By email. Attaching a scanned copy of the signed document to an email and sending it to [nick.ball@twmsolicitors.com](mailto:nick.ball@twmsolicitors.com). Please type "Written Resolution Liberty Cheesesteak" in the email subject box.

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.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. The Resolutions will not be passed unless all shareholders have indicated their agreement to pass the Resolutions with unanimous consent. Unless in 28 days from the Circulation Date, sufficient agreement is 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.