

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WEFARM LIMITED  
Company number 09413259

(the "Company")

PRINT OF WRITTEN RESOLUTIONS OF  
THE SHAREHOLDERS OF THE COMPANY



A19      \*A9H9BUX4\*      #330  
06/11/2020  
COMPANIES HOUSE

Passed on: 29 October 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "2006 Act") the following resolutions, which were proposed as ordinary and special resolutions as outlined below, were duly passed in writing on the above date:

ORDINARY RESOLUTION

- (1) That, in accordance with section 551 of the 2006 Act, the directors be generally and unconditionally authorised to exercise all of the powers of the Company to create and allot 4,379,262 series A1 preferred shares of £0.001 par value each in the capital of the Company having the rights set out in the new articles of association to be adopted pursuant to the resolution numbered (5) below, provided that such authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the Circulation Date save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

SPECIAL RESOLUTION

- (2) That, subject to the passing of the resolution numbered (1) above, the directors be generally empowered to allot the equity securities (as defined by section 560 of the 2006 Act) referred to above in resolution (1) as if Articles 11.2 to 11.4 of the Company's current articles of association did not apply to any such allotment. This power shall expire on the fifth anniversary of the Circulation 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 such agreement or offer as if the power conferred hereby had not expired.

SPECIAL RESOLUTION

- (3) That, subject to the passing of the resolutions numbered (1) and (2) above, the proposed sale, pursuant to a share purchase agreement to be dated on or around the date hereof (the "Agreement") by: (i) Producers Direct of an aggregate of 610,825 ordinary shares of £0.001 par value in the capital of the Company to: (a) Rabo Frontier Ventures B.V. (as to 350,515 such shares); and (b) LocalGlobe Opportunity, L.P. (as to 260,310 such shares); (ii) Kenneth Ewan of 21,143 ordinary shares of £0.001 par value in the capital of the Company to LocalGlobe Opportunity, L.P.; (iii) Adam Neilson of 10,825 ordinary shares of £0.001 par value in the capital of the Company to LocalGlobe Opportunity, L.P.; and (iv) James Rhodes of 5,155 ordinary shares of £0.001 par value in the capital of the Company to LocalGlobe

Opportunity, L.P., each be approved pursuant to Article 15.11 of the current articles of association of the Company.

**ORDINARY RESOLUTION**

- (4) That, subject to the passing of the resolutions numbered (1) to (3) above: (i) each of the 350,515 ordinary shares of £0.001 par value in the capital of the Company to be acquired by Rabo Frontier Ventures B.V.; and (ii) each of the 297,424 ordinary shares of £0.001 par value in the capital of the Company to be acquired by LocalGlobe Opportunity, L.P., in each case, shall, immediately upon completion of the Agreement, be redesignated as Series A1 preferred shares of £0.001 par value each in the capital of the Company having the rights set out in the new articles of association to be adopted pursuant to the resolution numbered (5) below.

**SPECIAL RESOLUTION**

- (5) That, subject to the passing of the resolutions numbered (1) to (4) above, new articles of association in the form annexed hereto be adopted as the Company's articles of association with immediate effect in substitution for and to the exclusion of all previous articles of association.

<b>SIGNED</b> by Kenneth Ewan	)	
for and on behalf of	)	
<b>WEFARM LIMITED</b>	)	<u>Kenneth Ewan</u> Director