

Company Number: 09854683
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
COFFEEGRAM LIMITED
(the "Company")

Circulation Date: 28th April 2017 (the "Circulation Date")

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), we, the undersigned, being the eligible members of the Company irrevocably agree that resolution 1 below be passed as an ordinary resolution and resolution 2 be passed as a special resolution (the "**Resolutions**");

ORDINARY RESOLUTION

1. AUTHORITY TO ALLOT SHARES

THAT, in accordance with section 551 of the Companies Act 2006 (**CA 2006**), the directors of the Company (Directors) be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (Rights) up to an aggregate nominal amount of £0.75 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 11th April 2022.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTION

2. DIS-APPLICATION OF PRE-EMPTION RIGHTS

THAT, subject to the passing of resolution 1 and in accordance with section 569 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:

- a. be limited to the allotment of equity securities up to an aggregate nominal amount of £0.75; and
- b. expire on 11th April 2022 (unless renewed, varied or revoked by the Company prior to or on that date).

SATURDAY



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08/07/2017

COMPANIES HOUSE

#94

AGREEMENT

The undersigned, being the eligible members of the Company on the Circulation Date, hereby agree to the Resolutions.

Signed by

Alexander Pixley Salmon

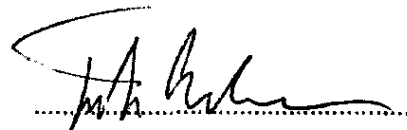

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Date

28/04/17
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Signed by

Joseph Salmon


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Date

28/04/17
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Company Number: 09854683

COFFEEGRAM LIMITED
(the "Company")

A27

08/07/2017
COMPANIES HOUSE

#93

Minutes of a meeting of the board of directors of the Company held at 9-11 Gunnery Terrace, Cornwallis Road, London, SE18 6SW on 13th April 2017 at 1pm (the "**Meeting**").

PRESENT: Joseph Salmon (Chair)
Alexander Salmon

IN ATTENDANCE:

1. NOTICE AND QUORUM

The Chairman of the Meeting reported that notice of the Meeting had been given to the directors of the Company and that the Meeting was quorate in accordance with the articles of association of the Company (the "**Articles**").

2. PURPOSE OF THE MEETING

The Chairman noted that the purpose of the Meeting was to consider and, if thought fit, approve:

- 2.1 the proposed allotment and issue of shares to the persons referred to in Paragraph 4.1(a) (**Proposed Allotment**).

3. DECLARATION OF DIRECTORS' INTERESTS

- 3.1 The directors were reminded that among the duties they owed to the Company, they had duties:

3.1.1 to declare interests in proposed transactions and arrangements with the Company and a separate and independent statutory obligation to declare interests in existing transactions and arrangements with the Company; and

3.1.2 a duty to avoid a situation in which the director has, or could have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company, unless authorised either by directors independent of the conflict, or as permitted by the Company's articles of association or in one of the other ways permitted by the legislation.

- 3.2 Each director declared his interest(s) in the matters to be considered by him and such declaration was taken as sufficient for the purposes of the Company's articles of association, section 177 of the Act and otherwise.

- 3.3 It was noted that, having made the declaration set out in minute 3.2 above, the directors were not debarred from voting or being counted in the quorum pursuant to the Company's articles of association.

4. DOCUMENTS

4.1 The following documents were produced to the Meeting:

- a) applications by the persons listed below for the allotment and issue to them of the number of shares in the capital of the Company set out against their respective names:

Name of applicant	Number of ordinary shares of £0.0001 each	Aggregate monies (£)	subscription
Joe Nicholson	1,000		£20,000

- b) a form of written resolution of the members of the Company (**Written Resolution**) to grant the directors a general and unconditional authority under section 551 of the Companies Act 2006 to allot shares in the Company up to an aggregate nominal amount of £0.75 and to empower the directors to allot such shares pursuant to that authority as if section 561(1) of the Companies Act 2006 did not apply to relevant allotment.

4.2 It was REPORTED that the Company had received payment of the full amount of the subscription monies payable by each applicant in respect of the shares set out against their respective names in Paragraph 4.1(a) above.

5. APPROVAL AND CIRCULATION OF WRITTEN RESOLUTION

5.1 After careful consideration of the Written Resolution, IT WAS RESOLVED:

- a) that the Written Resolution would promote the success of the Company for the benefit of its members as a whole;
- b) to approve the Written Resolution in the form produced to the meeting; and
- c) to send the Written Resolution to every eligible member of the Company.

5.2 The meeting was adjourned so that the Written Resolution could be submitted to the members of the Company. The meeting reconvened at 1.15PM whereupon the chairperson reported that the Written Resolution had been passed.

6. ALLOTMENT AND ISSUE OF SHARES

6.1 It was noted that the directors were:

- a) Duly authorised by section 550 of the Companies Act 2006 to exercise any power of the Company to allot shares in the Company; and
- b) Empowered by a special resolution passed under section 569 of the Companies Act 2006 to allot equity securities as if the pre-emption rights under section 561 of the Companies Act 2006 did not apply.

6.2 After careful consideration, IT WAS RESOLVED:

- a) That the Proposed Allotment would promote the success of the Company for the benefit of its members as a whole;
- b) To accept the applications for the allotment of shares referred to in Paragraph 4.1(a) and to allot and issue to the applicants, in accordance with the terms of their applications, the shares applied for by each of them respectively, credited as fully paid;

6.3 To instruct Joseph Salmon to:

- a) prepare share certificates in respect of the allotted and issued shares and to arrange for the share certificates to be executed by the Company in accordance with section 44 of the Companies Act 2006 and delivered to the applicants; and
- b) enter each applicant's name on the register of members of the Company as the holder of the shares allotted and issued to that applicant, and make all other necessary and appropriate entries in the books and registers of the Company; and

6.4 To authorise any one or more of the directors of the Company to do all such acts and things and agree and execute on behalf of the Company all such documents to which the Company is a party and all other documents as may be required in connection with the Proposed Allotment and generally to sign all such certificates, notices and other documents as may be necessary in connection with the Proposed Allotment, subject in each case to such amendments as those executing the same on behalf of the Company consider fit.

7. FILING

IT WAS RESOLVED that any director be and is hereby authorised and instructed to make any and all necessary filings with the Registrar of Companies.

8. CLOSING OF THE MEETING

There being no further business, the Meeting closed.


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Chairman