

Company Number: 09854683

**COFFEEGRAM LIMITED**  
(the "Company")

Minutes of a meeting of the board of directors of the Company held at 9-11 Gunnery Terrace,  
Cornwallis Road, London, SE18 6SW on 5<sup>th</sup> July 2017 at 1pm (the "**Meeting**").

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**PRESENT:** Joseph Salmon (Chair)  
Alexander Salmon

**IN ATTENDANCE:**

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**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.

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#### **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:

<b>Name of applicant</b>	<b>Number of ordinary shares of £0.0001 each</b>	<b>Aggregate monies (£)</b>	<b>subscription</b>
Joe Nicholson	250		£5,000

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. ALLOTMENT AND ISSUE OF SHARES**

5.1 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.

5.2 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*;

5.3 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

5.4 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.

#### **6. 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.

**7. CLOSING OF THE MEETING**

There being no further business, the Meeting closed.

  
.....  
Chairman

The Directors  
Coffeegram Limited  
9-11 Gunnery Terrace  
Cornwallis Road  
Royal Arsenal  
London  
SE18 6SW

Date: 5<sup>th</sup> July 2017

Dear Sirs

**Coffeegram Limited (CRN: 09854683) (Company)**

I apply for the allotment to me of 250 ordinary shares of £0.0001 each in the capital of the Company (**Shares**) for cash at £20 each, *subject to the Company's articles of association.*

I have today remitted to your account by electronic transfer the sum of £5,000.

I request and authorise you to enter my name in the Company's register of members as holder of the Shares and to send to me a share certificate in respect of the Shares issued pursuant to this application.

Yours faithfully



.....  
Joe Nicholson

Company Number: 09854683

**COFFEEGRAM LIMITED**  
(the "Company")

Minutes of a meeting of the board of directors of the Company held at 9-11 Gunnery Terrace,  
Cornwallis Road, London, SE18 6SW on 8<sup>th</sup> November 2017 at 1pm (the "**Meeting**").

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**PRESENT:** Joseph Salmon (Chair)  
Alexander Salmon

**IN ATTENDANCE:**

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**1. NOTICE AND QUORUM**

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5.4 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.

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**7. CLOSING OF THE MEETING**

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**Chairman**

The Directors  
Coffeegram Limited  
9-11 Gunnery Terrace  
Cornwallis Road  
Royal Arsenal  
London  
SE18 6SW

Date: 8<sup>th</sup> November 2017

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Joe Nicholson