

Company Number: 09899173

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF THE MEMBERS

of

FARMSTAND LIMITED

(the "Company")

Circulation Date: 18th August 2021
June 2021

FRIDAY
WEDNESDAY



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15/09/2021

#93

COMPANIES HOUSE

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20/08/2021

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COMPANIES HOUSE

The directors of the Company propose that resolution 1 below be passed as an ordinary resolution and resolution[s 2 and 3] below be passed as a special resolution (together the "Resolutions" pursuant to Chapter 2 or Part 13 of the Companies Act 2006 (the "Act")):

Ordinary Resolutions

1. THAT £162,840.22, being part of the amount standing to the Company's share premium account, be and is hereby capitalised and appropriated as capital and that the directors be and are hereby authorised to apply such sum in paying up in full 16,284,022 Series A Shares of £0.01 each in the capital of the Company, and to allot and issue such new shares ("Additional Shares"), credited as fully paid up, in each case to such shareholders and in such proportions as is determined by the board of directors in their sole discretion.
2. THAT, in accordance with section 551 of the Act, it is ratified and resolved that the directors of the Company be generally and unconditionally authorised to issue and allot shares in the Company and grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £279,268.91 ("Rights") provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling five years after the Circulation Date.
3. THAT subject to the passing of Resolutions 1 and 2, all Series A Shares in issue and to be issued be hereby redesignated as Pre-Seed Shares, having the same rights as the Series A Shares, as set out in the New Articles.

Special Resolutions

4. THAT, in accordance with article 8.1 of the Company's existing articles of association and the New Articles, it is ratified and resolved that pre-emption rights in respect of the Rights and Additional Shares be dis-applied.
5. THAT the articles of association in the form appended to these Resolutions be approved and adopted as the new articles of association of the Company ("New Articles") in substitution for and to the entire exclusion of the existing articles of association.

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

We, the undersigned, being members of the Company entitled to vote on the Resolutions on the circulation date stated above hereby irrevocably agree to the Resolutions.

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[Shareholder name]

Date 18/8/21

NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
2. 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.
3. Once you have indicated your agreement to the Resolutions and returned it to us you may not revoke your agreement.
4. If sufficient agreement has not been received for the Resolutions to pass by the date falling 28 days after the circulation date shown on page 1 of this document then the Resolutions will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before close of business on that date.

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