

Company Number: 09904082

COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

ZELANDIA HONEY FARMS LIMITED

(the "Company")

Passed on 16 September **2022**

By a written resolution agreed in accordance with Chapter 2 of part 13 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolution, were entitled to vote on the resolution the following resolution of the Company was duly passed:

SPECIAL RESOLUTION

1. **THAT** the articles of association of the Company be amended by inserting a new Article 54 as follows:

"54 Transfer of shares – Secured Institutions

54.1 Notwithstanding any provision in these articles to the contrary, the directors of the Company may not decline to register any transfer of shares in the Company and may not suspend any registration thereof, where such transfer is:

- a) to a bank or institution to which such shares have been mortgaged or charged by way of security (whether as lender, or agent and trustee for a group of banks or institutions or otherwise) (a "**Secured Institution**"),

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or to any nominee of such Secured Institution, pursuant to any such security;

- b) executed by a Secured Institution or its nominee pursuant to the power of sale or other power under any such security; or
- c) executed by a receiver or manager appointed by or on behalf of any Secured Institution or its nominee, under any such security,

and furthermore, notwithstanding anything to the contrary contained in these articles:

- d) no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or to its nominee;
- e) no Secured Institution or its nominee; and
- f) no receiver or manager appointed by or on behalf of a Secured Institution or its nominee,

shall be required to offer the shares which are or are to be the subject of any such transfer to the members for the time being of the Company or any of them, and no such member shall have any right under these articles or otherwise to require such shares to be transferred to them whether for consideration or not.

54.2 The Company and the directors shall not be entitled to exercise any lien which the Company has in respect of shares:

- a) held by any Secured Institution to which such shares have been mortgaged or charged by way of security or to any nominee of such Secured Institution; or
- b) being transferred as described in Article 54.1."

Signed by

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Director

Date:

*HB Capital Management BV represented by
Glorie Kindeweg*