

PRIVATE COMPANY LIMITED BY SHARES**WRITTEN RESOLUTIONS**

of

DINNER LADY FAM LTD (the "Company")

The following Written Resolutions of the members of the Company were duly proposed and passed on 31 May 2020, which shall have effect as Ordinary and Special Resolutions having been passed by the required majority of eligible members and which shall be as valid and effective for all purposes as if the same had been duly passed at a General Meeting of the Company duly convened and held:-

ORDINARY RESOLUTION

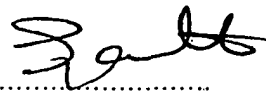
1. THAT the 100 issued ordinary shares of £1.00 each, in the capital of the company be subdivided into 10,000 ordinary shares of £0.01 each;

SPECIAL RESOLUTIONS

2. THAT the regulations contained in the document submitted to this meeting and, for the purpose of identification, signed by the chairman hereof be approved and adopted as the articles of association of the company in substitution for and to the exclusion of all the existing articles thereof;
3. THAT with immediate effect the existing ordinary share capital of the company be redesignated into A, B and C ordinary shares, such that the issued share capital of £100 shall consist of 7,990 A ordinary shares of £0.01 each; 2,000 B ordinary shares of £0.01 each and 10 C ordinary shares of £0.01 each.

ORDINARY RESOLUTION

4. THAT on the recommendation of the Directors a distribution in specie be declared, and satisfied by the transfer of the inter-company loan accounts, at net book value as recorded in the balance sheet of the company at today's date together with the director's loan account, as recorded in the balance sheet of the company as at today's date, to GM Group Holdings Ltd, being the holder of the 'C' ordinary shares as at today's date



Chairman

