**WRITTEN RESOLUTIONS OF THE BOARD OF DIRECTORS****PLANT BASED NEWS LIMITED****COMPANY NUMBER 10638129**

UNANIMOUS WRITTEN RESOLUTIONS (the "Resolutions") of the board of directors of Plant Based News Limited (the "Company") passed pursuant to article 11 of the Articles of Association of the Company (the "Articles").

1. PURPOSE OF THE MEETING

- 1.1 The purpose of the Resolutions are to consider and approve the model articles of association for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008 No.3229) as the new Articles of Association of the Company (the "New Articles"), in substitution for and to the exclusion of the existing Articles.
- 1.2 It was noted that a director is required by the Companies Act 2006 (the "2006 Act") to act in the way he considers in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, having regard among other things to the matters listed in section 172(1) of the 2006 Act.

2. DOCUMENTS

- 2.1 A copy of the New Articles was presented to the directors.
- 2.2 There was produced a form of written resolution of the shareholders of the Company (the "Written Resolution") to pass the following resolution as a special resolution:

"That the articles of association attached to this resolution be and are approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association."

3. DIRECTORS' INTERESTS

By signing these Resolutions, each Director declares that in accordance with section 177 of the Companies Act 2006 and the Articles, they have declared the nature and extent of their interest (if any) in the adoption of the New Articles being considered herein. If any Director has any other interest in such adoption, he or she confirms that he or she has delivered written notice of such interest to the other Directors of the Company in accordance with section 184 of the Companies Act 2006.

4. WRITTEN RESOLUTIONS

- 4.1 We, the undersigned, being all of the directors of the Company, having carefully considered the New Articles, have formed the opinion that the adoption of the New Articles is to the commercial benefit and advantage of the Company and likely to promote the success of the Company for the benefit of the members as a whole, having regard (amongst other matters) to the matters referred to in section 172 of the Companies Act 2006, hereby pass the following Resolutions pursuant to Article 2 of the Articles:
- (a) that the adoption of the New Articles in substitution for and to the exclusion of the existing Articles is approved and accepted; and
- (b) that the Written Resolution be proposed by the directors as a written resolution and submitted forth to those shareholders who constitute the eligible members (under Part 13 Chapter 2 of the 2006 Act) to seek their agreement to the proposed resolutions;

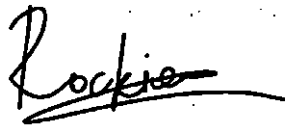
- (c) that the directors of the Company be authorised to distribute the Written Resolution to the shareholders who constitute the eligible members for this purpose; and
- (d) any director be and hereby is directed to file the following at Companies House within the prescribed periods:
 - (i) the Written Resolution;
 - (ii) the New Articles; and
 - (iii) make such other filings, returns or entries in the Company's statutory books and records as may be necessary to reflect the business of this meeting.

5. CLOSING

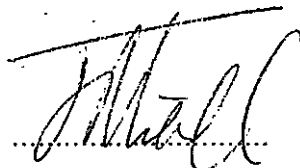
There was no further business and the chairperson declared the meeting closed.

Date: 24 November 2020

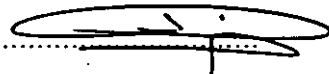
Signed by:



Robbie Lockie (Director)



KOMS Media and Investments Limited (Director)



KBW Ventures Limited (Director)

Company number 10638129

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

PLANT BASED NEWS LIMITED

(the Company)

24th November 2020 (the **Circulation Date**)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company propose that the following resolutions are passed as ordinary and special resolutions as specified (the **Resolutions**).

SPECIAL RESOLUTION

6. ADOPTION OF ARTICLES

That the Company adopt new Articles of Association as are set out in the Articles of Association attached to this resolution and which are by this resolution adopted as the new Articles of Association in substitution for and to the complete exclusion of the existing Articles of Association of the Company.

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

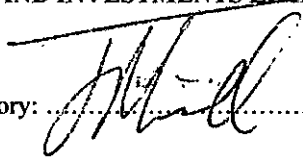
We, the undersigned, being entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolution.

Robert Lockie

Signed: 

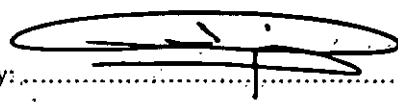
Date: 19th November 2020

Signed for and on behalf of
KOMS MEDIA AND INVESTMENTS LIMITED

Authorised signatory: 

Date: 19th November 2020

Signed for and on behalf of
KBW VENTURES LTD

Authorised signatory: 

Date: 24th November 2020

ANNEX

New Articles of Association

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

Adopted by special resolution passed

November 2020

-of-

PLANT BASED NEWS LIMITED

(the Company)

The Model Articles for Private Companies Limited by Shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008 No.3229) shall apply to the Company in their entirety, without amendment.