

Company number 10658512

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

MANEA KELLA LIMITED (**Company**)

08.03.24 ~~2024~~ (the **Circulation Date**)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (**Resolution**).

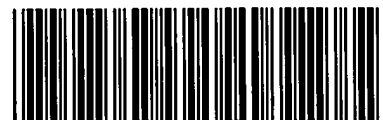
SPECIAL RESOLUTION

THAT the articles of association of the Company be replaced in their entirety by the articles of association in the form attached to this resolution, it being noted that such articles are in the form of the Companies Act 2006 Model Articles for Private Companies Limited by Shares, subject only to:

- (a) the inclusion of the following additional articles 2(1) to 2(5) inclusive, being the form of articles required in order for the Company to register as a B Corp, and the consequential amendment to the heading of Article 2:

- “2.—(1) The objects of the company are to promote the success of the company:
- (i) for the benefit of its members as a whole; and
 - (ii) through its business and operations, to have a material positive impact on
 - (a) society and (b) the environment, taken as a whole.
- (2) A director must act in the way he or she considers, in good faith, most likely to promote the success of the company in achieving the objects set out in paragraph (1) above, and in doing so shall have regard (amongst other matters) to:
- a. the likely consequences of any decision of the directors in the long term and the impact any such decision may have on any affected stakeholders,
 - b. the interests of the company's employees,
 - c. the need to foster the company's business relationships with suppliers, customers and others,
 - d. the impact of the company's operations on the community and the environment and on affected stakeholders,
 - e. the desirability of the company maintaining a reputation for high standards of business conduct and the impact this has on affected stakeholders, and
 - f. the need to act fairly as between members of the company,
- (together, the matters referred to above shall be defined for the purposes of this article as the "Stakeholder Interests" and each a "Stakeholder Interest").
- (3) For the purposes of a director's duty to act in the way he or she considers, in good faith, most likely to promote the success of the company, a director shall

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not be required to regard the benefit of any particular Stakeholder Interest or group of Stakeholder Interests as more important than any other.

- (4) Nothing in this article 2, express or implied, is intended to or shall create or grant any right or any cause of action to, by or for any person (other than the company).
- (5) The directors of the company shall, for each financial year of the company, prepare and circulate to its members an impact report. The impact report shall contain a balanced and comprehensive analysis of the impact the company's business has had, in a manner proportionate to the size and complexity of the business. The impact report shall contain such detail as is necessary to enable the members to have an understanding of the way in which the company has promoted its success for the benefit of its members as a whole and, through its business and operations, sought to have a material positive impact on society and the environment, taken as a whole. If the company is also required to prepare a strategic report under the Companies Act 2006, the company may choose to publish the impact report as part of its strategic report and in accordance with the requirements applying to the strategic report."

and

- (b) the replacement of existing article 11.2 with the following:

"11.2 The quorum for the transaction of business at any meeting of the directors shall be two directors, unless there is only one director in office, in which circumstances the quorum shall be one."


AGREEMENT

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

The undersigned, a person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution:


Signed by ADRIAN MANEA

Date


.....
08.03.24
.....

Signed by ELENA KELLA

Date


.....
08.03.24
.....

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to Adrian Manea, at Manea Kella Limited, 39-41 Lonsdale Road, London, NW6 6RA or by email to adrian@maneakella.com.

You may not return the Resolution to the Company by any other method.

If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3. Unless, by the date falling 28 days after the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.