

COMPANY NUMBER: 11003411

CIRCULATION DATE: 2022 (THE "CIRCULATION DATE")

**THE COMPANIES ACTS 1985 AND 2006
COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTIONS OF
'BE THE CHANGE' FOODS LIMITED (THE "COMPANY")**

In accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006, the director of the Company proposes that, in accordance with sections 281 and 283 of the Companies Act 2006, the following resolutions are passed as special resolutions of the Company:

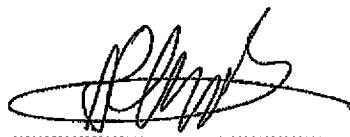
- 1 **THAT** the Articles of Association of the Company be amended by the deletion of article 11(2) of the Articles of Association and its replacement with the following:

"(2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors but, unless the company only has one director, the quorum must never be less than two. Where the company has more than one director, the quorum, unless otherwise fixed, is two. Where the company only has one director, the quorum is one."
- 2 **THAT** any authorisation of any matter that would, if not so authorised, be a breach of section 175 of the Companies Act 2006 may be given by the directors of the Company in accordance with section 175(5)(a) of the Companies Act 2006, subject to any limits or conditions which the directors of the Company may see fit.
- 3 **THAT** the amendment to the Articles of Association of the Company, as set out in resolution 1 above, be and is hereby approved.

The undersigned, being the persons eligible to vote on the above resolutions on the Circulation Date hereby:

- 1 confirm that I have received a copy of the above written resolutions in accordance with section 291 of the Companies Act 2006; and
- 2 resolve and irrevocably agree that the above resolutions are passed as written resolutions pursuant to section 288 of the Companies Act 2006 and that such resolutions shall take effect as special resolutions.

ANTHONY SIMON CHESHER



ZOE CHRISTINE CHESHER

Date: 10/11/22

NOTES:

1. Eligible members are members who would have been entitled to vote on the resolutions on the Circulation Date.
2. The procedure for signifying agreement by an eligible member to the written resolutions is as follows:
 - a member signifies his agreement to the proposed written resolutions when the Company receives from him (or someone acting on his behalf) an authenticated document which both identifies the resolutions to which it relates and indicates his agreement to the resolutions.
 - you may choose to agree to all of the resolutions set out in this document or none of them, but you cannot choose to agree to only some of them.
 - a member's agreement to a written resolution, once signified, may not be revoked.
 - a written resolution is passed when the required majority of eligible members have signified their agreement to it.
3. If you do not agree to all of the resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
4. The period for agreeing to the written resolutions is the period of 28 days beginning on the Circulation Date (see section 297 of the Companies Act 2006).
5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members of the Company.
6. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

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