

**Company Number: 11013817**

**Companies Act 2006**

**WRITTEN RESOLUTIONS**

**OF**

**HERBIVORE RESTAURANTS LIMITED (the "Company")**

**EFFECTIVE 4 MAY 2018**

Pursuant to Part 13, Chapter 2 of the Companies Act 2006, the undersigned being the eligible members (as such term is defined in section 289 of the Companies Act 2006) hereby approve the following written resolutions as an Ordinary Resolution and Special Resolution of the Company and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

**ORDINARY RESOLUTION**

**1. AUTHORITY TO ALLOT SHARES**

**THAT** in accordance with section 551 of the Companies Act 2006 (the "**2006 Act**"), the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into Ordinary Shares in the Company ("**Rights**") up to an aggregate nominal amount of £310.6224 provided that this authority is for a period expiring five years from the date of this resolution but the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all subsisting authorities, to the extent unused.

**SPECIAL RESOLUTIONS**

**2. DISAPPLICATION OF PRE-EMPTION RIGHTS**

**THAT**, subject to the passing of the Authority to Allot resolution above in resolution 2, in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 2 as if section 561(1) of the 2006 Act did not apply to any such allotment and all other pre-emption rights contained whether in the articles of association from time to time of the Company or otherwise shall be waived in relation to any such allotment.

**Please sign below to approve:**

THURSDAY



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13/12/2018

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COMPANIES HOUSE

Signed: ..... Louise Palmer-Masterton

Full Name: LOUISE PALMER-MASTERTON

Date: 4/5..... 2018