

Company number: 12486777

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF THE SHAREHOLDERS
of
BARISTA VERDE LIMITED
(the "Company")

Date: 29 September 2022 (the "**Circulation Date**")

Pursuant to sections 282, 283 and Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose resolution (1) as an ordinary resolution and resolution (2) as a special resolution (the "**Resolutions**").

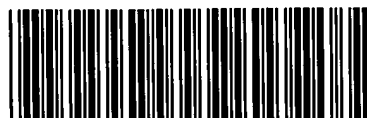
ORDINARY RESOLUTION

1. **THAT** in accordance with section 551 of the Act, the directors of the Company be and hereby are generally and unconditionally authorised to allot ordinary shares of £0.01 each in the capital of the Company (the "**Ordinary Shares**"), having the rights and being subject to the restrictions set out in the articles of association of the Company (the "**Articles**"), or grant rights to subscribe for or to convert any security into Ordinary Shares in the Company ("**Rights**") up to an aggregate nominal value of £1,836.83 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the passing of these Resolutions save that the Company may, before such expiry, make an offer or agreement which would or might require the Ordinary Shares to be allotted or Rights to be granted and the directors may allot Ordinary Shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

SPECIAL RESOLUTION

2. **THAT**, subject to the passing of Resolution 1, any and all pre-emption rights to which the shareholders of the Company may be entitled, howsoever arising (including but not limited to those existing under the Articles or the Act) in respect of the Ordinary Shares made by the directors pursuant to the authority conferred upon them by Resolution 1 above be and hereby are waived or otherwise disapplied.

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COMPANIES HOUSE

AGREEMENT TO WRITTEN RESOLUTIONS

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

The Resolutions may be executed in one or more counterparts each of which when executed shall be an original, but all counterparts together shall constitute one and the same instrument.

The undersigned, being persons entitled on the date set out above to vote on the Resolutions, hereby irrevocably agree to the Resolutions:

Signed by Clare Twemlow for and on
behalf of **NEW WAVE VENTURES LLP**

Date: 29 September

DocuSigned by:

Clare Twemlow

E4D37AE825124D5

Signed by **KAMAL BENGUGAM**

Date: 29 September

DocuSigned by:

Kamal Bengugam

874RB9AC8D204P4

Signed by Avi Zilbershtein for and on
behalf of **BRIMAG DIGITAL AGE LTD**

Date: 29 September

DocuSigned by:

Avi Zilbershtein

8388633EEEC4409

Signed by **IAN MICHAEL RIORDEN
GEORGE**

Date: 29 September

DocuSigned by:

Ian George

CCE4AE38700D4F8

Signed by **CLIVE MATTHEW
HOPEWELL**

Date: 29 September

DocuSigned by:

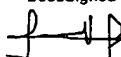
Clive Hopewell

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Signed by **OMAR KAMAL**

Date: 29 September

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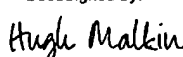


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Signed by **HUGH MALKIN**

Date: 29 September

DocuSigned by:

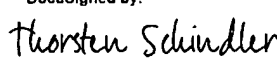


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Signed by **THORSTEN SCHINDLER**

Date: 29 September

DocuSigned by:

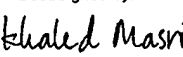


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Signed by Khaled Masri for and on
behalf of **SIROCCO HOLDINGS
LIMITED**

Date: 29 September

DocuSigned by:




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Signed by **NICHOLAS WILLIAMS**

Date: 29 September

DocuSigned by:



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NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the company using one of the methods set out below:

By hand to: C/O Peters Elworthy & Moore Limited (Pem) Salisbury House, Station Road, Cambridge, England, CB1 2LA

By post to: C/O Peters Elworthy & Moore Limited (Pem) Salisbury House, Station Road, Cambridge, England, CB1 2LA

By e-mail to: adam.meisels@twobirds.com

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

Only the e-mail address given above, and no other electronic address given in this document or in any accompanying document, may be used to send any document or information relating to the Resolutions. The electronic address given above may only be used for the purposes specified.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless within 28 days of the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before this date. Your agreement will be ineffective if received after that date.
4. 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.
5. 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.