



Written Resolutions of &Dine Ltd

**Company Number 12713508
(the "Company")**

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

ORDINARY RESOLUTION

1 Authority to Allot

THAT in accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised to allot shares in the Company so that the entire share capital of the Company will be increased by no more than 263,900 new shares for all share classes.

This authority will, unless renewed, varied or revoked by the Company, expire five years from the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

For the avoidance of doubt, this authority is supplemental to any subsisting section 551 authority.

SPECIAL RESOLUTION

2 Dis-application of Preemption Rights

THAT, subject to the passing of the Authority to Allot resolution above, and in accordance with section 570 of the Companies Act 2006, the directors of the Company be generally empowered to

allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by the Authority to Allot above and as if the preemption rights in the Company's articles of association or, if applicable, section 561(1) of the Companies Act 2006 did not apply to any such allotment.

AGREEMENT

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

The undersigned, a person entitled to vote on the above resolutions, hereby irrevocably agrees to the above resolutions.

These resolutions are dated 4 April 2022



Charles Brafman

24 March 2022



Domenico Ranucci

25 March 2022



Giuliano Stella

25 March 2022



Henry Peacock

25 March 2022



Maxwell Bennett

24 March 2022



Nidal Al-Khail

25 March 2022



Sean Milburn

25 March 2022



Ty Falkenstein

25 March 2022

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.
- 2 If you agree to all of the resolutions, please indicate your agreement by electronically signing this document on SeedLegals.
- 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 Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
- 5 Unless within 28 days of the above date, sufficient agreement is received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.
- 6 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.
- 7 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.