

Company number 12883632

COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

BARBURRITO GROUP LIMITED (Company)

Circulation date 3 December 2020 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**Act**), the directors of the Company propose that the resolution numbered 1 is passed as a special resolution and the resolutions numbered 2 and 3 are passed as ordinary resolutions.

SPECIAL RESOLUTION

- 1 THAT the draft regulations attached to these written resolutions be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

ORDINARY RESOLUTIONS

- 2 THAT each of the two (2) issued ordinary shares of £0.01 each in the capital of the Company be and are hereby redesignated as B ordinary shares of £0.01 each in the capital of the Company having the rights and being subject to the restrictions set out in the articles of association adopted pursuant to resolution 1 above.

- 3 THAT, in accordance with section 551 of the Act, the directors be unconditionally authorised to allot:

3.1 500 A ordinary shares of £0.01 each in the capital of the Company; and

3.2 498 B ordinary shares of £0.01 each in the capital of the Company,

up to an aggregate nominal amount of £9.98, each having the respective rights and subject to the respective restrictions set out in the articles adopted pursuant to resolution 1 above. Unless renewed, varied or revoked by the Company, this authority shall expire on the fifth anniversary of the Circulation Date, 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.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolutions set out in it (**Resolutions**).

The undersigned, being a person entitled to vote on the Resolutions on 3 December 2020, hereby irrevocably agrees to the Resolutions.

60519694.1

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Signed by Morgan Davies
Date

DocuSigned by:
Morgan Davies
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3..December.2020.....

Signed by Stephen Herring
Date

DocuSigned by:
Steve Herring
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3..December.2020.....

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 to the Company using one of the following methods:
 - **By hand:** delivering the signed copy to the Company's registered office.
 - **Post:** returning the signed copy by post to the Company's registered office.
 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to kelly.clarke@TLTsolicitors.com. Please enter "Written resolutions – Barburrito Group Limited" in the e-mail subject box.
 - **DocuSign:** via the DocuSign link received (this is automatic following completion of the DocuSign signing process).
- 2 You may not indicate your agreement to the Resolutions by any other method.
- 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 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 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 when returning this document.