

Company number: 13613509

The Companies Act 2006
Written Resolutions
of
Grain Connect Midco Limited
(a private company limited by shares)
(the "Company")

(Circulation date: 7 March 2022)

Pursuant to Chapter 2 of Part 13 of Companies Act 2006 (the "Companies Act"), the directors of the Company propose that resolution 1 below be passed as an ordinary resolution, and resolutions 2 and 3 below be passed as special resolutions (together the "Resolutions").

ORDINARY RESOLUTIONS

1. THAT in accordance with section 551(1) of the Companies Act, the directors of the Company be generally and unconditionally authorised to issue and allot a further 1,780,338 ordinary shares of £0.001 each in the capital of the Company, provided that this power shall expire one month after the passing of this resolution.

This authority is in substitution for any and all previous authorities conferred on the directors in accordance with section 551 of the Companies Act which, with effect from the passing of this resolution, shall cease to apply.


SPECIAL RESOLUTIONS

2. THAT the articles of association in the form attached to these resolutions (the "New Articles"), be adopted as the articles of association of the Company in place of the Company's existing articles of association.
3. THAT in accordance with article 9.1 of the New Articles, the pre-emption provisions set out in article 9 of the New Articles shall not apply in respect of the issue and allotment of shares under the authority given by resolution 1 above.

AGREEMENT

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

We, the undersigned, the persons entitled to vote on the Resolutions on the above date, hereby irrevocably agree to the Resolutions:

DocuSigned by:

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Richard Cameron for and on
behalf of Grain Connect Topco
Limited

7 March 2022

Date

NOTES

1. If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and return it to the Company by delivering the signed copy to any director.

If you do not agree to the resolution, you do not need to do anything, you will not be deemed to agree if you fail to reply.
2. Once you have indicated your agreement to the resolution, you may not revoke your agreement.
3. Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the resolution to pass, it will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during this 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.