

ELLA'S KITCHEN (BRANDS) LIMITED
(the Company)

RESOLUTION IN WRITING of the board of directors of the Company dated this 1 day of April 2021 (the **Resolution**).

1 BACKGROUND

- 1.1 Pursuant to article 8(2) of the Company's articles of association (the "**Current Articles**"), decisions of the directors may be passed by resolutions in writing, provided that such decisions of the directors are unanimously passed.
- 1.2 By virtue of the Company's recent re-certification as a B Corps, the Company was required to amend its Current Articles setting out the considerations that each director of the Company should have when directing the business of the Company – namely the B Corps values.

2 DECLARATIONS OF INTEREST

- 2.1 In accordance with sections 177 of the Companies Act 2006 (the "**Act**"), the directors declared the nature and extent of their respective personal interests in the business considered by the Resolution (the "**Interests**").
- 2.2 It was noted that under article 14 of the Current Articles a director was permitted to vote in relation to a matter in which he had an interest provided that he had declared the nature and extent of that interest.
- 2.3 Each director confirmed that other than the Interests:
 - 2.3.1 there were no situations in which he has a direct or indirect interest that conflicts, or may conflict, with the interests of the Company, other than those previously authorised in accordance with section 175 of the Act and/or the Current Articles (as the case may be); and
 - 2.3.2 there were no direct or indirect interests in any existing transactions or arrangements with the Company required to be declared or updated, other than those already declared, in accordance with section 182 of the Act and/or the Current Articles (as the case may be).

3 PROPOSAL REQUIRING SHAREHOLDER APPROVAL

- 3.1 It is proposed that the Company adopts the amended Articles because of the re-certification of the Company as a B Corps (the "**Amended Articles**"). A copy of the Amended Articles is attached.
- 3.2 It is noted that the directors had received legal advice on those considerations and the consequences of including such considerations in the Amended Articles and that the directors were comfortable with that requirement.
- 3.3 A draft written resolution ("**Written Resolution**") of the sole member of the Company containing a resolution to adopt the Amended Articles is also attached.

4 **APPROVAL**

4.1 It is unanimously **RESOLVED** that:

4.1.1 the entry into the Written Resolution and the draft Amended Articles would be for the benefit of the Company and its sole member as a whole and the directors unanimously approved the Written Resolution and Amended Articles in their current form; and

4.1.2 the Written Resolution (attaching the draft Amended Articles) be distributed to the Company's sole member and any others entitled to receive the same pursuant to chapter 2 of part 13 of the Act for approval and a copy be sent to the Company's auditors.

4.2 The Written Resolution and Amended Articles were approved by the Company's sole member and accordingly this Resolution is agreed and may be executed in counterparts and shall take effect on the date that the last director signs below, and facsimile or scanned signatures are binding and are considered to be original signatures.

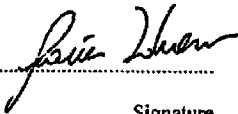
5 **ADMINISTRATION**

5.1 The Secretary to:

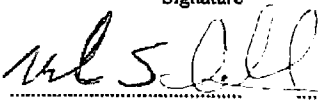
5.1.1 make all necessary entries in the Company's statutory books; and

5.1.2 file all returns at Companies House arising from the business as outlined in the Resolution.


Javier Idrovo

 01/04/21
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Signature Date

Mark Schiller

 01/04/21
.....
Signature Date

Mark Cuddigan

 - 01/04/21
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Signature Date