

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
BLUE BELL FOODS LIMITED
(Registered Number: 07537614)
(the “Company”)

CIRCULATION DATE 20 June 2022 (the “**Circulation Date**”)

The undersigned, being the sole member of the Company who at the Circulation Date has the right to attend and vote at a general meeting of the Company, resolves in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (as amended) as follows and agrees that the following resolution (the “**Resolution**”) shall for all purposes be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTION

“**THAT** with effect from the date of passing of this Resolution, the articles of association of the Company be amended by inserting the following article:

“38A. SHARE TRANSFERS – SECURITY

38A.1 Notwithstanding anything contained in the articles or otherwise:

38A.1.1 any pre-emption rights conferred on existing members or any other person by the articles or otherwise and any other restrictions on or conditions applicable to the transfer of shares contained in the articles or otherwise shall not apply to; and

38A.1.2 the directors shall not refuse to register, nor suspend or delay registration of,
any transfer of shares where such transfer is:


- (i) in favour of any bank, lender, financial institution or other person (or any affiliate of, or nominee or other entity acting on behalf of, such a bank, lender, financial institution or other person) (a “**Financial Institution**”) to which or whom such shares are being transferred by way of security or in favour of a purchaser of such shares (a “**Purchaser**”) pursuant to the enforcement of such security (whether such Financial Institution or Purchaser is acting as agent, trustee or otherwise); or
- (ii) duly executed by a Financial Institution or Purchaser to which or whom such shares (including any further shares in the company acquired by reason of its holding of such shares) are to be transferred as aforesaid pursuant to a power of sale or other power under any security document which creates any security interest over such shares; or

- (iii) delivered to the company for registration by a Financial Institution in order to perfect its security over such shares or by a Purchaser of shares which are to be transferred as aforesaid; or
 - (iv) duly executed by a receiver appointed by a Financial Institution pursuant to any security document which creates any security interest over such shares.
- 38A.2. Any present or future lien on shares howsoever arising which the company has shall not apply in respect of any shares which have been charged by way of security to, or otherwise secured in favour of a Financial Institution or which are transferred in accordance with the provisions of this article.
- 38A.3. A certificate executed by, in the case of articles 38A.1.(i), 38A.1.(iii) and 38A.2 above, the Financial Institution to which or whom such security interest has been or is being granted, or an official of such Financial Institution, certifying that the aforementioned shares are or are to be subject to such security, shall be conclusive evidence of such a fact.
- 38A.4. For the purposes of this article, “person” includes any person, individual, firm, company, corporation, government, state or agency of a state or any undertaking (within the meaning of section 1161(1) of the Companies Act 2006) or other association (whether or not having separate legal personality) or any two or more of the foregoing.””

AGREEMENT:

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

The undersigned, being the person entitled, as at the Circulation Date, to vote on the Resolution, hereby irrevocably agrees and consents for all purposes to the Resolution.

DocuSigned by:

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Aly Janmohamed

Date: 20 June 2022

NOTES

1 Please sign and date this document and return it to the Company using one of the following methods:

- (a)** By Hand: delivering the signed copy to Mark Aitken, Weil, Gotshal & Manges (London) LLP, 110 Fetter Lane, London EC4A 1AY.
- (b)** Post: returning the signed copy by post to Mark Aitken, Weil, Gotshal & Manges (London) LLP, 110 Fetter Lane, London EC4A 1AY.
- (c)** E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to mark.aitken@weil.com. Please enter "Written resolutions" in the e-mail subject box.

If you do not agree with the resolutions, 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 resolutions, you may not revoke your agreement.

3 Where, within 28 days of the Circulation Date, insufficient 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 on this date.

4 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.