

Registered Number: **08519077**

TUESDAY



**DELICIOUSLY ELLA LTD.**

(the "Company")

PRIVATE COMPANY LIMITED BY SHARES

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**SHAREHOLDERS' WRITTEN RESOLUTION CIRCULATED ON 27 August 2021**  
**PURSUANT TO CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006**

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Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the sole director of the Company proposes that the following resolutions are passed as ordinary or special resolutions of the Company (as indicated):

**ORDINARY RESOLUTION**

That, notwithstanding the interests (if any) of the sole director of the Company ("Director"), I hereby confirm my consent to (i) the Company and the Director proposing or effecting any of the matters set out in the appended draft resolutions of the Company (the "Director's Written Resolution") marked "A", (ii) the Company effecting all of the matters set out in the Director's Written Resolution and (iii) the Company and the Director taking all actions anticipated by the Director's Written Resolution. **SPECIAL**

**RESOLUTION**

1. That the articles of association of the Company be amended by inserting the following new article as article 54 (Transfer of Shares to a Secured Institution) and the remaining regulations and sub-clauses be renumbered accordingly:

**"TRANSFER OF SHARES TO A SECURED INSTITUTION**

54. (1) Notwithstanding anything contained in these Articles or in the Companies Act 2006 Model Articles, the Directors shall not decline to register, nor may they suspend registration of, any transfer of Shares which:
- i) is to any bank or institution to which those Shares (the Charged Shares) have been charged by way of security, or to any nominee of such a bank or institution (a Secured Institution);
  - ii) is delivered to the Company for registration by a Secured Institution (or its nominee) in order to perfect its security over the Charged Shares; or
  - iii) is executed by a Secured Institution (or its nominee) under the power of sale or other power under such security.
- (2) Notwithstanding anything to the contrary contained in these Articles or in the Companies Act 2006 Model Articles, neither a transferor or proposed transferor of Charged Shares to a Secured Institution (or its nominee) nor a Secured Institution (or its nominee) will be required to provide any prior written notice to the Company or to offer the Charged Shares which are or are to be the subject of any such transfer to the Members (or any of them), and no Member shall have any right under these Articles or otherwise to require such Shares to be transferred to them whether for consideration or not.

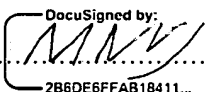
- (3) The Company shall have no lien on any Charged Shares and the provisions of Article 29.3 relating to liens over shares shall not apply in respect of any Charged Shares.
- (4) Any pre-emption rights contained in these Articles shall not apply in relation to any Charged Shares."

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

We, the undersigned, being sole member entitled at the time the resolutions were circulated to vote on the resolutions, **HEREBY AGREE** to the resolutions being passed.

Signed on behalf of  
**M&E MILLS HOLDINGS LTD** by

) Date 27 August 2021

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