

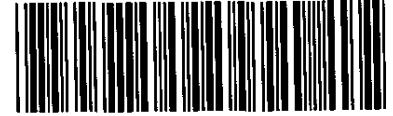
Company number 10638129

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
of
Plant Based News LTD

(Company)

SATURDAY



A29 *A7E2FA6Q* 08/09/2018 #35
COMPANIES HOUSE

January 29th, 2018 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as ordinary and special resolutions as specified (**Resolutions**).

SPECIAL RESOLUTION

1 ADOPTION OF ARTICLES

THAT, the Company adopt new Articles of Association as are set out in the Articles of Association attached to this resolution and which are by this resolution adopted as the new Articles of Association in substitution for and to the complete exclusion of the existing Articles of Association of the Company.

2. APPOINTMENT OF A NEW INVESTOR DIRECTOR

THAT, Khaled bin Alwaleed bin Talal, having consented to act, be appointed as an additional director of the Company with effect from January 29th, 2018

3. SHAREHOLDERS WAIVE PRE-EMPTION RIGHTS

THAT, we, Robert Lockie of 50 Raleigh Road, London, SE20 7JB and Klaus Mitchell of 13 Longton Avenue, Sydenham, SE26 6RE, are the holders of 100 Class A Ordinary Shares of £0.01 each in the capital of the Company. We refer to the proposed allotment of shares in the Company to KBW Ventures Ltd of Harbour Place, 2nd Floor 103, South Church Street, P.O Box 472, George Town, Grand Cayman KY1-1106, Cayman Islands (**Proposed Allotment**)

We being shareholders of the Company and being entitled to certain pre-emption rights in respect of the shares to be issued by the Company pursuant to the Proposed Allotment hereby confirm that we waive all such pre-emption rights (however arising) as we may have in relation to the Proposed Allotment.

4. ADOPTION OF NEW SHAREHOLDERS

THAT, the Company welcomes KBW Ventures Ltd to become a shareholder of 50 Class A Ordinary shares in Plant Based News Ltd

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions
The undersigned, a person entitled to vote on the Resolutions on the Circulation Date hereby irrevocably
agrees to the Resolution.

Robert Lockie

Signed: Robert Warrick Lockie

Date: Jan 29, 2018

AND

Klaus Mitchell

Signed: Klaus Otto Mitchell

Date: Jan 29, 2018

Company Number: 10638129

PLANT BASED NEWS LTD

(the "Company")

SATURDAY

A29

A7E2FA6I
08/09/2018 #34
COMPANIES HOUSE

MINUTES of a meeting of the board of directors of the Company held at 13 Longton Avenue, London, United Kingdom, SE26 6RE on January 29th, 2018

Present: Robert Lockie and Klaus Mitchell

(together, the "Directors")

1. INTRODUCTION

1.1 It was noted that notice of the meeting had been given to all the directors of the Company to whom notice of the meeting was required to be given pursuant to the articles of association of the Company (the "Articles").

1.2 The Chairman noted that a quorum was present and declared the meeting open.

1.3 The Chairman reminded the other directors that, among his other duties, a director is required by the Companies Act 2006 (the "2006 Act") to act in the way he considers, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, having regard, among other things, to the matters listed in section 172(1) of the 2006 Act.

1.4 In accordance with sections 177 to 185 of the 2006 Act and the Articles, those directors present formally declared, where applicable, their personal interests. It was noted that none of such interests disqualified the directors from voting or counting in the quorum. The directors declared that they were also shareholders in the Company.

2. PURPOSE OF THE MEETING

2.1 The Chairman reported that the meeting had been convened to consider and, if thought appropriate, approve:

2.1.1 an investment in the Company by KBW Ventures Ltd of Harbour Place, 2nd Floor 103, South Church Street, P.O. Box 472, George Town, Grand Cayman KY1-1106, Cayman Islands (the "Investor") for a total of £300,000 (the "Investment Amount") (in the proportions detailed below) in exchange for the issue of a total of 50 ordinary shares of £0.01 each in the capital of the Company (the "Ordinary Shares") at a price of £6000 per Ordinary Share (the "New Shares") (the "Investment");

2.1.2 the documentation by which the Investment will be made (together with all other documentation ancillary thereto);

2.1.3 the appointment of Khaled bin Alwalced bin Talal as a director (the "New Director") of the Company with effect from close of business on the business day following this meeting; and

2.1.4 the new Articles of Association (the "New Articles").

3. DOCUMENTS TABLED

3.1 There were produced to the meeting the following documents (together, the "Documents"):

3.1.1 a draft subscription and shareholders' agreement (the "SSA") to be entered into between (1) the Investor, (2) Robert Lockie and Klaus Mitchell (the "Existing Shareholders" and "Managers") and (3) the Company; and

3.1.2 the New Articles.

4. WRITTEN RESOLUTION

4.1 There was produced a form of written resolution of the shareholders of the Company (the "Written Resolution") to pass the following resolution as a special resolution.

"THAT the articles of association attached to this resolution be and are approved and adopted as the new articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association."

4.2 It was resolved that the Written Resolution be proposed by the directors as a written resolution and submitted forthwith to those shareholders who constitute the eligible members (under Part 13 Chapter 2 of the 2006 Act) to seek their agreement to the proposed resolutions.

4.3 It was further resolved that the directors of the Company be authorised to distribute the Written Resolution to the shareholders who constitute the eligible members for this purpose.

5. ADJOURNMENT OF MEETING

5.1 The meeting was adjourned so that the Written Resolution could be submitted to all of the shareholders constituting eligible members and could be executed and returned.

5.2 The meeting was then reconvened and the chairman reported that the resolution set out in the Written Resolution had been duly passed by the shareholders of the Company.

6. CONSIDERATION

6.1 The directors of the Company carefully considered the Documents having due regard to their duties and the factors set out in section 172 of the 2006 Act and it was noted that:

6.1.1 the New Articles adopted by the Written Resolution gave the directors of the Company the necessary authority to allot and issue the New Shares.

6.1.2 the Written Resolution contained a waiver of pre-emption rights to enable the issue of the New Shares to proceed free of any such pre-emption rights:

6.2 After due and careful consideration it was RESOLVED that:

6.2.1 the Investment is in the best commercial interests of the Company and is approved;

6.2.2 the terms of, and the transactions contemplated by, the Documents and any ancillary or related documents be and are approved and accepted;

6.2.3 any director be and is hereby authorised to sign any of the Documents on behalf of the Company;

6.2.4 any director in the presence of a witness who attests to his signature be authorised to execute any of

the deeds on behalf of the Company; and

6.2.5 any director be authorised to make such minor amendments to the Documents as might be thought necessary and to sign and deliver any notices and other documents and take any other action which may be necessary or desirable in connection with the Investment

7. ALLOTMENT OF SHARES

7.1 Pursuant to the entering into and completion of the SSA, the Written Resolution being passed and the funds for the allotments and issues referred to below having been received by the Company, it was **RESOLVED** that:

7.1.1 KBW Ventures Ltd be and hereby are allotted and issued 50 Ordinary Shares at a price of £6000 per share.

7.1.2 on allotment of the New Shares, the Investor shall be entered into the register of members of the Company as the holder of the relevant number of Ordinary Shares in the Company; and

7.1.3 *share certificates in respect of the New Shares allotted be executed as a deed by any director before an independent witness who attests his signature and issued and delivered to the Investors and Managers accordingly*

8. APPOINTMENT OF THE NEW DIRECTOR

8.1 It was noted that the New Director had consented to be appointed as a director of the Company.

8.2 It was **RESOLVED** that the New Director be appointed with effect from close of business on the business day following this meeting.

9. EXECUTION OF ADDITIONAL DOCUMENTS

9.1 It was **RESOLVED** that any director of the Company (or in respect of any deeds, any director in the presence of an independent witness who attests his signature) be and hereby is authorised to approve any document or action or take any other step which he, in his absolute discretion, may deem necessary or desirable in connection with the Investment.

10. SECRETARIAL AND COMPANY BOOKS

10.1 It was **RESOLVED** that any director be and hereby is directed to:

10.1.1 file the following at Companies House within the prescribed periods:

10.1.1.1 the Written Resolution;

10.1.1.2 the New Articles;

10.1.1.3 Form SH01 (allotment of shares); and

10.1.1.4 Form AP01 (appointment of director); and

10.1.2 make such other filings, returns or entries in the Company's statutory books and records as may be necessary to reflect the business of this meeting

11. CLOSING

There was no further business and the chairperson declared the meeting closed.

Robert Warrick Lockie

Jan 29, 2018

Chairperson

Date