

Company number 02964645

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**DIRECT FRUIT INTERNATIONAL LIMITED**

(the "Company")

Circulation Date: *6th October* ~~September~~ 2015

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("2006 Act"), the directors of the Company propose that resolution 1 below is passed as an ordinary resolution (the "**Ordinary Resolution**") and resolutions 2, 3, 4 and 5 below are passed as special resolutions (the "**Special Resolutions**") (the Ordinary Resolution and the Special Resolutions together known as the "**Resolutions**").

**ORDINARY RESOLUTIONS**

**1. Authority to allot**

THAT, in accordance with section 551 of the Companies Act 2006 ("CA 2006"), the directors of the Company ("**Directors**") be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £4,775.00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80A of the Companies Act 1985 or section 551 of the CA 2006 but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

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## **SPECIAL RESOLUTIONS**

### **2. Disapplication of pre-emption rights**

THAT, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:

- (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £4,775 00; and
- (b) expire on the fifth anniversary of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

### **3. Pre-emption Waiver**

THAT the Shareholders waive all rights of pre-emption over any of the Sale Shares conferred on them by the Articles of Association of the Company or otherwise.

### **4. Buyback of shares**

THAT

- (a) the terms of the transactions contemplated by the draft agreement attached to this written resolution and initialed by the parties for identification purposes (the "**Purchase Contract**"), to be made between the Company and Memcorp Ltd, and providing for the purchase by the Company from Memcorp Ltd of 66,000 B Ordinary Shares of £1.00 each in the capital of the Company ("**Sale Shares**") at the price per share specified in the draft of the Purchase Contract, be approved;
- (b) the directors be authorised to execute the Purchase Contract on behalf of the Company.

### **5. Adoption of New Articles**

THAT the new articles of association of the Company, appended to these Resolutions for the purposes of identification, be adopted by the Company in substitution for the existing articles of association.

**AGREEMENT**

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

The undersigned, each being a person entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

Signed by **Paul Lymer**

..........

Date

.....6/10/15.....

Signed for an behalf of  
**Memcorp Ltd**

.....

Date

.....

Signed for and on behalf of  
**Fruca SA**

.....

Date

.....

## AGREEMENT

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

The undersigned, each being a person entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

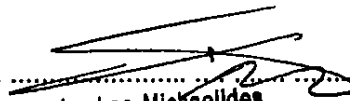
Signed by **Paul Lymer**

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Date

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Signed for an behalf of  
**Memcorp Ltd**

.....  
  
**Charalambos Michaelides**  
Director  
6/10/2015  
.....

Date

Signed for and on behalf of  
**Fruca SA**

.....

Date

.....

## AGREEMENT

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

The undersigned, each being a person entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

Signed by **Paul Lymer**

.....

Date

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Signed for an behalf of  
**Memcorp Ltd**

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Date

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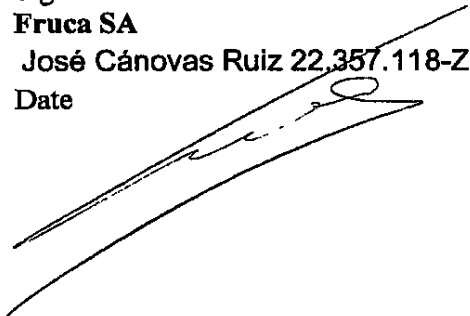
Signed for and on behalf of  
**Fruca SA**

.....

José Cánovas Ruiz 22.357.118-Z

Date

.....

A handwritten signature in black ink, appearing to be 'José Cánovas Ruiz', is written over the printed name and ID number. The signature is fluid and cursive, with a long horizontal stroke at the end.

## NOTES

- 1 You can choose to agree to the all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
  - (a) **By Hand:** delivering the signed copy to The Directors, Direct Fruit International Limited, c/o Ingram Winter Green LLP, Bedford House, 21a John Street, London WC1N 2BF,
  - (b) **Post:** returning the signed copy by post to The Directors, Direct Fruit International Limited, c/o Ingram Winter Green LLP, Bedford House, 21a John Street, London WC1N 2BF;
  - (c) **Fax:** faxing the signed copy to 020 7845 7401 marked "For the attention of The Directors, Direct Fruit International Limited".
  - (d) **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [tomkemp@iwg.co.uk](mailto:tomkemp@iwg.co.uk). Please enter "Written resolutions - Direct Fruit International Limited" in the e-mail subject box.

If you do not agree to all of 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. Unless, within 28 days of the Circulation Date (set out above), sufficient 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 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.