

Company Number: 06752362

THE COMPANIES ACT  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION

ICOFFEE LIMITED

(the “Company”)

Circulation Date: .....16 May..... 2023

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 written resolutions of the Company, each having effect as ordinary or special resolutions, as indicated (the “Resolutions”).

ORDINARY RESOLUTIONS

1. THAT the execution, delivery and performance by the Company of the documents listed in the table below to which it is a party (the “Documents”) (as the same may be amended in any way) is for the benefit of and in the interests of the Company and is hereby approved:

Document Name	Document Name
Amendment and restatement agreement	Amendment and restatement agreement
Amended Facilities Agreement	Amended Facilities Agreement

2. THAT the directors of the Company are hereby authorised to take any action or enter into any other documents ancillary or otherwise, they consider to be appropriate and to execute, deliver and perform any and all obligations made under those documents notwithstanding any provisions of the Articles of Association of the Company or any personal interest of any of the Company’s directors.
3. THAT the directors of the Company are hereby authorised to do all things necessary and proportionate or desirable in connection with the Documents and any related documents, notwithstanding any provisions in the Articles of Association of the Company.

#### SPECIAL RESOLUTION

4. THAT the Company's articles of association be amended by the insertion of a new article 27 as follows:

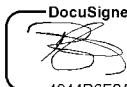
"Notwithstanding anything contained in these articles, the directors (or director if there is only one) of the Company may not exercise its rights of lien over shares that have been mortgaged, charged or pledged by way of security to any Secured Institution."

#### AGREEMENT

Please read the notes at the end of this document, before agreeing to the Resolutions.

The undersigned was, at the time the Resolutions were circulated entitled to vote on, and irrevocably agrees to, the Resolutions.

DocuSigned by:



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16 May

2023

Director, for and on behalf of Fieldrose Limited

NOTES:

1. You can choose to agree to all the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree with all the Resolutions, please indicate your agreement by signing and dating this document where indicated on the previous page and returning it to the Company before the end of the period of 28 days beginning with the Circulation Date (the "Lapse Period") using one of the following methods:
  - 1.1 By Hand: delivering the signed copy to Freeths LLP, Floor 3, 100 Wellington Street, Leeds, LS1 4LT (ref: AF)
  - 1.2 Post: returning the signed copy by post to Freeths LLP, Floor 3, 100 Wellington Street, Leeds, LS1 4LT (ref: AF)
  - 1.3 Email: by attaching a scanned copy of the signed document to an email and sending it to [andy.francey@freeths.co.uk](mailto:andy.francey@freeths.co.uk)
2. If you do not agree with all the Resolutions, you do not need to do anything. Failure to respond will not be treated as agreement to the Resolutions.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. The Resolutions are passed when the required majority of eligible members have signified their agreement to them, however, none of the Resolutions are passed unless all of them are passed.
5. If the Resolutions are not passed before the end of the Lapse Period they will lapse. If the Company receives your signed document after the end of the Lapse Period your agreement to the Resolutions will be ineffective.
6. 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.