

Company Number: 03433202

DIVINE CHOCOLATE LIMITED

(the "Company")

Minutes of a meeting of the board of directors of the Company held at Sustainable Workspaces,
Riverside Building County Hall, 3rd, Westminster Bridge Road, London, England, SE1 7PB on *7th*
February ~~2021~~ *2022* at *3* ~~am~~ *pm*.

PRESENT:	Fatima Ali	Director
	Nelson Adubofour	Director
	Jessica Lindemann	Director
	Cord Herbert Gerhard Ernst Karl Budde	Director
	Samuel Bundy	Director

1. **CHAIRPERSON**

Cord Budde was appointed chairperson of the meeting and chaired the meeting throughout.

2. **NOTICE AND QUORUM**

It was reported that proper notice of the meeting had been given in accordance with the Company's articles of association (the "**Articles**") and that a quorum was present. Accordingly, the chairperson declared the meeting open.

3. **INTERESTS IN PROPOSED TRANSACTIONS AND ARRANGEMENTS WITH THE COMPANY**

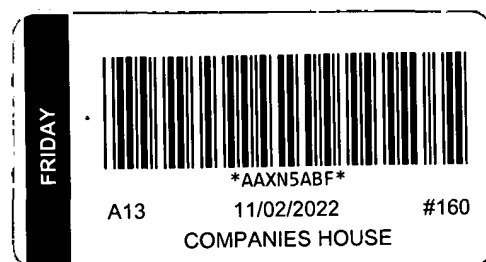
- 3.1 The directors were reminded that they needed to comply with their duties to the Company, including the duties set out in sections 171 to 177 of the Companies Act 2006 (the "**CA 2006**").
- 3.2 Each director present confirmed that they had no direct or indirect interest in any way in the proposed transaction and other arrangements to be considered at the meeting which they were required by section 177 of the Companies Act 2006 and the Company's articles of association to disclose.

4. **BUSINESS OF THE MEETING**

The chairperson reported that the business of the meeting was to consider and, if thought fit, approve the adoption of new articles of association by the Company (the "**New Articles**").

5. **DOCUMENTS**

The following documents were produced to the meeting:



- 5.1 a draft of the New Articles to be adopted by the Company;
- 5.2 a draft written resolution of the members of the Company (the "**Written Resolution**") approving the adoption of the New Articles.

6. **MEMBERS' APPROVAL OF WRITTEN RESOLUTION**

- 6.1 After due and careful consideration of the Written Resolution, the New Articles and the matters referred to in section 172(1) of the CA 2006, **IT WAS UNANIMOUSLY RESOLVED THAT:**

- 6.1.1 the Written Resolution and the New Articles be and are hereby approved; and

- 6.1.2 they be distributed immediately to the eligible members of the Company entitled to receive the same pursuant to Chapter 2 of Part 13 of the CA 2006 for approval.

- 6.2 The meeting then adjourned to allow the Written Resolution and the New Articles to be distributed to the eligible members of the Company.

- 6.3 Upon resumption, the chairperson noted that a quorum was still present, that the Written Resolution had been duly passed without amendment and that, accordingly, the New Articles had been adopted as the articles of association of the Company.

7. **RESOLUTIONS**

After due and careful consideration, **IT WAS RESOLVED** that:

- 7.1 the approval of the New Articles by the Company is likely to promote the success of the Company for the benefit of its members as a whole, having regard (amongst other matters) to the factors set out in section 172 of the CA 2006; and
- 7.2 the New Articles are hereby approved and adopted by the directors of the Company acting by the requisite majority.

8. **FILING AND ADMINISTRATION**

IT WAS RESOLVED TO:

- 8.1 Arrange for the following forms and documents to be filed at Companies House:

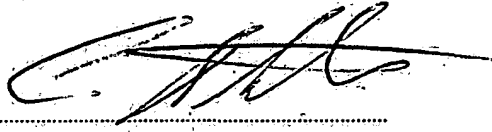
- 8.1.1 a copy of the New Articles;

- 8.1.2 form CC04; and

- 8.1.3 a copy of the Written Resolution.

9. **CLOSE**

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

A handwritten signature in black ink, appearing to be 'C. Hill', written over a dotted line.

Dated: 7/2/2022

Chairperson