

THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES

**LIVWELL LIMITED**

(Registered in England and Wales with registered number 06532252)  
(the "**Company**")

**RESOLUTION**

The undernoted resolution was duly approved by Genius Foods Limited (registered number SC344777) in its capacity as the sole shareholder of the Company on 29<sup>th</sup> March 2019, viz:

"THAT for the year ending 31 December 2018 ("FY18") the Company be and is hereby authorised to claim exemption from audit under section 479A of the Companies Act 2006 (the "Act") relating to subsidiary companies, on the basis that (a) the sole member of the Company has not required the Company to obtain an audit of its accounts for FY18 in accordance with section 476 of the Act, and (b) the sole member of the Company has irrevocably and unconditionally agreed, and does hereby irrevocably and unconditionally agree, to guarantee all outstanding liabilities to which the Company is subject at the end of FY18, until they are satisfied in full and acknowledging that the said guarantee is enforceable against the sole member of the Company by any person to whom the Company is liable in respect of those liabilities."

CERTIFIED A TRUE COPY

*AFMO* ..... to *Adolphus Goddard (Scotland)*  
Director/Company Secretary      *Secretarial Limited.*

**COMPANIES HOUSE  
EDINBURGH**

**30 SEP 2019**

**FRONT DESK**

