

Company Number: 06724691

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

AGFG BRANDS LIMITED (THE "COMPANY")

The directors of the Company propose the following resolution (the "Resolution") to be passed as a written resolution of the Company under Chapter 2 of Part 13 Companies Act 2006. The Resolution is proposed as a Special Resolution.

SPECIAL RESOLUTION

1. THAT the rights attached to the 250,000 B Ordinary shares of £1.00 in the unissued share capital of the Company be varied such that the B Ordinary shares shall not entitle the holders thereof to receive notice of or to attend and vote (either in person or by proxy) at any general meeting of the Company.
2. THAT, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in paragraph 5 of the memorandum of association of the Company, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted.
3. THAT the articles of association of the Company be amended by deleting article 2(a)(i) and replacing it with the following new article 2(a)(i):

"The Directors shall be generally and unconditionally authorised, for the purpose of section 551 of the 2006 Act, to exercise any power of the Company to offer or allot, grant rights to subscribe for or to convert any security into or otherwise deal in, or dispose of, any shares in the Company to any person, at any time and subject to any terms and conditions as the Directors think proper provided that such authority shall be limited to a maximum number of 250,000 A Ordinary shares of £1.00 each and 300,000 B Ordinary shares of £1.00 each, or such other amounts as may from time to time be authorised by the Company by ordinary resolution."

4. THAT all rights of pre-emption of any kind whatsoever and howsoever arising (whether under the Company's Articles of Association or otherwise) in respect of the following allotment of shares in the capital of the Company be and are hereby waived:

Name	Number of B Ordinary shares of £1.00 each
James Mellowdew Barlow	263,000

WEDNESDAY



A5AMQ6G0

A12

06/07/2016

#229

COMPANIES HOUSE



By order of the Board

Registered in England and Wales no. 06724691

Registered office: 132 Westferry Studios, Milligan Street, London E14 8AS

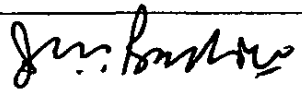
Circulation date: 2016. The Resolutions will lapse if not passed before the end of the period of 28 days beginning with the circulation date.

AGREEMENT

We, the undersigned, being all members of the Company who are entitled to vote on the Resolutions on the circulation date, hereby signify our agreement to the Resolutions.


JANE ELIZABETH REUCROFT

28 June 2016
DATE


JAMES MELLOWDEW BARLOW

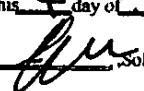
28 June 2016
DATE

NOTE

You may signify your agreement to the Resolutions by signing a hard copy of this document and delivering it by hand or sending it by fax or email to the director or the Company's solicitors W Legal Limited or the registered office.

I certify this to be a true and complete photographic copy of the original

Certified this 4 day of JULY 2016

Signature  Solicitor

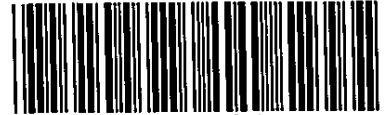
Name in Print EUGENIE FREEMAN

W Legal Limited
47 Red Lion Street
London
EC1R 4PJ

AGFG BRANDS LIMITED (THE COMPANY)

COMPANY NUMBER: 06724691

WEDNESDAY




A12 *A5AMQ6G8* 06/07/2016 #230
COMPANIES HOUSE

WRITTEN CONSENT RELATING TO A VARIATION OF CLASS RIGHTS

In accordance with section 630 of the Companies Act 2006 we, being the holders of the entire issued share capital of the Company, hereby irrevocably consent to and sanction the passing of the resolution numbered 1 set out in the attached draft written resolution and every variation, modification or abrogation of the rights, privileges and restrictions attaching to the B Ordinary shares of £1.00 each as a class of shares which will or may be effected thereby.


Signed by
JANE ELIZABETH REUCROFT

Date


.....
28 June 2016


Signed by
JAMES MELLOWDEW BARLOW

Date


.....
28 June 2016

I certify this to be a true and complete photographic copy of the original

Certified this 4 day of July 2016

Signature  Solicitor

Name in Print EUGENE FREEMAN

W Legal Limited
47 Red Lion Street
London
WC1R 4PF