

Company Number: 07905640

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

**PRINT OF RESOLUTIONS
of
RAPID NUTRITION PLC
(the "Company")**

(Passed on 29 NOVEMBER 2018)

FRIDAY



At a general meeting of the Company duly convened and held on the above date, the following resolutions were passed as ordinary and special resolutions respectively:

ORDINARY RESOLUTIONS

1. To receive the Company's annual accounts for the financial year ended 30 June 2018, together with the directors' report and the auditors' report on those accounts.
2. To receive and approve the directors' remuneration report for the financial year ended 30 June 2018 together with the auditor's report on it.
3. To reappoint Greenwich & Co UK of Level 2, 35 Outram Street, West Perth WA 6005 Australia as auditors to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which accounts are laid.
4. To authorise the directors to fix the remuneration of the auditors.
5. To reappoint Vesta Venderbeken as a director.
6. **THAT:**
 - 6.1 the directors of the Company be generally and unconditionally authorised under section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("**Rights**") up to an aggregate nominal amount of £500,000.
 - 6.2 such authority shall expire (unless previously revoked by the Company) on the earlier of 31 December 2019 and the conclusion of the next Annual General Meeting of the Company, and in each case the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted after the authority has expired and the directors may allot shares or grant Rights in pursuance of any such offer or agreement notwithstanding that this authority has expired; and

- 6.3 *all previous authorities to allot shares or grant Rights, to the extent unused, shall be revoked except those authorities granted by virtue of resolutions 7 and 8 (if passed).*

7. **THAT:**

- 7.1 *the directors of the Company be generally and unconditionally authorised under section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant Rights up to an aggregate nominal amount of £25,000.*

- 7.2 *such authority shall expire (unless previously revoked by the Company) on the earlier of 31 December 2019 and the conclusion of the next Annual General Meeting of the Company, and in each case the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted after the authority has expired and the directors may allot shares or grant Rights in pursuance of any such offer or agreement notwithstanding that this authority has expired; and*

- 7.3 *all previous authorities to allot shares or grant Rights, to the extent unused, shall be revoked except those authorities granted by virtue of resolutions 6 and 8 (if passed).*

8. **THAT:**

- 8.1 *the directors of the Company be generally and unconditionally authorised under section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant Rights up to an aggregate nominal amount of £250,000.*

- 8.2 *such authority shall expire (unless previously revoked by the Company) on the earlier of 31 December 2019 and the conclusion of the next Annual General Meeting of the Company, and in each case the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted after the authority has expired and the directors may allot shares or grant Rights in pursuance of any such offer or agreement notwithstanding that this authority has expired; and*

- 8.3 *all previous authorities to allot shares or grant Rights, to the extent unused, shall be revoked except those authorities granted by virtue of resolutions 6 and 7 (if passed).*

SPECIAL RESOLUTIONS

9. **THAT:**

- 9.1 *subject to the passing of resolution 6, the directors of the Company shall have the power to allot equity securities (within the meaning of section 560 of the Companies Act 2006) for cash under the authority conferred by resolution 6 as if section 561 of the Companies Act 2006 did not apply to the allotment.*

- 9.2 *this power shall expire when the authority given by resolution 6 is revoked or expires but the Company may before expiry of this power 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 that offer or agreement notwithstanding that the power has expired; and

- 9.3 this power applies in relation to a sale of treasury shares which constitutes an allotment of equity securities by virtue of section 560(3) of the Companies Act 2006 as if the words "under the authority conferred by resolution 6" were omitted from the introductory wording to resolution 9.1.

10. **THAT:**

- 10.1 subject to the passing of resolution 7, the directors of the Company shall have the power to allot equity securities (within the meaning of section 560 of the Companies Act 2006) for cash under the authority conferred by resolution 7 as if section 561 of the Companies Act 2006 did not apply to the allotment.

- 10.2 this power shall expire when the authority given by resolution 7 is revoked or expires but the Company may before expiry of this power 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 that offer or agreement notwithstanding that the power has expired; and

- 10.3 this power applies in relation to a sale of treasury shares which constitutes an allotment of equity securities by virtue of section 560(3) of the Companies Act 2006 as if the words "under the authority conferred by resolution 7" were omitted from the introductory wording to resolution 10.1.

11. **THAT:**

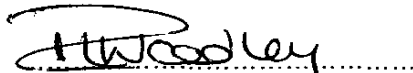
- 11.1 subject to the passing of resolution 8, the directors of the Company shall have the power to allot equity securities (within the meaning of section 560 of the Companies Act 2006) for cash under the authority conferred by resolution 8 as if section 561 of the Companies Act 2006 did not apply to the allotment.

- 11.2 this power shall expire when the authority given by resolution 8 is revoked or expires but the Company may before expiry of this power 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 that offer or agreement notwithstanding that the power has expired; and

- 11.3 this power applies in relation to a sale of treasury shares which constitutes an allotment of equity securities by virtue of section 560(3) of the Companies Act 2006 as if the words "under the authority conferred by resolution 8" were omitted from the introductory wording to resolution 11.1.

12. **THAT** the Company be, and it is hereby, generally and unconditionally authorised for the purpose of sections 693 and 701 of the Companies Act 2006 to make one or more market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of £0.01 each in the capital of the Company upon such terms and in such manner as the directors of the Company shall determine, provided that:

- 12.1 the maximum aggregate number of ordinary shares authorised to be purchased is 5,000,000;
- 12.2 the minimum price which may be paid for such ordinary shares is £0.01 per share (exclusive of expenses);
- 12.3 the maximum price (exclusive of expenses) which may be paid for an ordinary share cannot be more than an amount equal to 105 per cent of the average market value of the ordinary shares for the five business days immediately prior to the day the purchase is made;
- 12.4 unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company or 31 December 2019, whichever is the earlier
- 12.5 the Company may make a contract or contracts to purchase ordinary shares under this authority prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract or contracts.

A handwritten signature in black ink, appearing to read 'H. Woodley', followed by a horizontal dotted line.

For and on behalf of Elemental Company Secretary Limited

The Secretary