

Company number: 09279179

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

FRIDAY



WRITTEN RESOLUTIONS
of
ROSEDALE VENTURES LIMITED ("Company")

On 21 April 2023 the following resolutions were duly passed as special resolutions by way of written resolutions under Chapter 2 of Part 13 of the Companies Act 2006.

SPECIAL RESOLUTIONS

1. Disapplication of Article 14(1)

THAT article 14(1) of the Company's articles of association ("**Articles**") be and are hereby temporarily disapplied in accordance with Article 14(3), so as to enable each of the directors named and set out in resolution 2 below ("**Directors**") to vote on and form a quorum at a meeting of directors or of a committee of directors on the following resolutions concerning matters in which they have, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company:

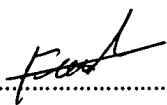
- a) in connection with the settlement agreement to be entered into between the Company, Dina Foods Limited (CRN: 02651200) ("**Dina**"), Zahra Limited (CRN: 02585862) ("**Zahra**"), each of the Directors, Samir Elias Haddad and Rola Haddad, Pola Haddad, Ziad Haddad and Elie Haddad (each a "**Seller**" and together the "**Sellers**") ("**Settlement Agreement**"), the approval of the form and circulation of the written resolutions proposed by the Sellers;
- b) the approval of the form and circulation of these Resolutions;
- c) the approval of the Company's proposed entry into the Settlement Agreement;
- d) the approval of the Company's proposed purchase of 8,000 ordinary shares of £1.00 each in the capital of Zahra ("**Shares**") for an aggregate consideration of £1,431,384 from the Sellers ("**Transaction**"), pursuant to the terms of a share purchase agreement to be entered into between the Company and the Sellers ("**SPA**");
- e) the approval of the Company's entry into the SPA and completion of the Transaction in accordance with the terms of the SPA;
- f) the approval of the execution by the Company of certain documents relating to the Transaction and the delivery of those documents to the Sellers on Completion; and
- g) the approval of the Company's entry into the loan agreement ("**Loan Agreement**") proposed to be made between Dina (as the lender) and the Company (as the borrower) in respect of Dina providing an unsecured loan of £1,431,384 ("**Loan**") to the Company, the Loan being the aggregate consideration payable by the Company for the Shares,

and any other matter in connection therewith in which each of the Directors have, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company.

2. Approval of conflict of interest under section 175 of the CA 2006

THAT, for the purposes of, amongst other things, section 175 of the CA 2006, the Directors set out below may (save as to the extent not permitted by law from time to time), notwithstanding his office, have an interest arising from any duty he may owe to, or interest he may have as, an employee, director, trustee, member, partner, officer or representative of, or a consultant to, any of the following:

Director name	Conflict of Interest
Souheil Elias Haddad	As a director and shareholder of the Company, Dina and Zahra, his continuing directorship of both Dina and Zahra and his indirect interest in the Loan Agreement.
Fadi Elias Haddad	As a director and shareholder of the Company, Dina and Zahra, his continuing directorship of both Dina and Zahra and his indirect interest in the Loan Agreement.


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Director