

COMPANY NUMBER: 09388900

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF

QUINOLA MOTHERGRAIN LIMITED (THE COMPANY)



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (CA 2006), the directors of the Company propose that resolution 1 be passed as an ordinary resolution and resolution 2 be passed as a special resolution (the **Resolutions**). The Resolutions were first circulated to the eligible members of the Company on 22 May 2020 (the **Circulation Date**).

ORDINARY RESOLUTION

1. **THAT**, in accordance with section 551 of CA 2006, the directors of the Company be unconditionally authorised to allot or grant rights to subscribe for 31,103 ordinary shares of €0.001 each having the respective rights and be subject to the respective restrictions set out in the articles of association of the Company. Unless renewed, varied or revoked by the Company, this authority shall expire on the date falling 5 years from the date this resolution is passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this section has expired.

SPECIAL RESOLUTION

2. **THAT**, subject to the passing of resolution 1 above, the directors be generally and unconditionally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1 above as if the pre-emption rights pursuant to the Company's articles of association do not apply to such allotment.

Please read the explanatory notes at the end of this document before signifying your agreement to the Resolutions.

We, the undersigned, were at the time the Resolutions were circulated entitled to vote on the Resolutions and irrevocably agree to the Resolutions.

Signed by **James Livingstone-Wallace**

Date

DocuSigned by:
James Livingstone-Wallace
1B3A5F149317476
22 May 2020

Signed by Robert Danon, a director, on behalf of **Voicevale Limited**

Date

DocuSigned by:
Voicevale Limited
11A8592D26A5444
22 May 2020

Signed by **Stephanie Livingstone-Wallace**

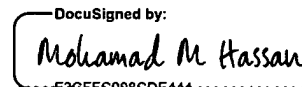
Date

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22 May 2020
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Signed by **Mohamad Mouhab Hassan**

Date

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22 May 2020
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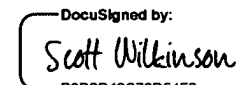
Signed by **Ekaterina Evgenyevna Terletskaya**

Date

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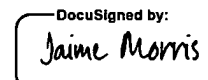
Signed by **Scott Wilkinson**

Date

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22 May 2020
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Signed by **Jaime Morris**

Date

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22 May 2020
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Signed by **Elizabeth Mitchell**

Date

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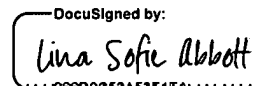
Signed by **Laura Lechevalier**

Date

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Signed by **Lina Sofie Abbott**

Date

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22 May 2020
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Signed by **Isabelle Cosin**

Date

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Signed by **Rupert Shaw**

Date

Signed by **Edward Boyce**

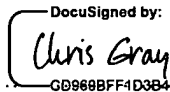
Date

Signed by David Loggia, a director, on behalf of **Hibou Holdings Pty Ltd (company no. 635745381)**

DocuSigned by:

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Date 22 May 2020

Signed by Chris Gray, a director, on behalf of **AGNES INVESTMENTS PTY LTD ATF AGNES UNIT TRUST (company no. 153489180)**

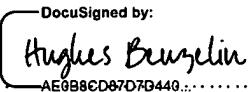
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Date 22 May 2020

Signed by _____, a director, on behalf of **Seedrs Nominees Limited**

Date

Signed by **Hughes Beuzelin**

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Date 22 May 2020

Signed by **Thierry Dupont**

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Date 22 May 2020

EXPLANATORY NOTES FOR SHAREHOLDERS

- 1 If you agree to the Resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company. If you do not agree to the above Resolutions, you do not need to do anything.
- 2 Once you have signified your agreement to the Resolutions, you may not revoke your agreement.
- 3 Unless, sufficient agreement has been received for the resolutions to be passed, they will lapse. If you agree to the Resolutions, please ensure that signification of your agreement reaches us before the date at the end of the 28 day period beginning on the Circulation Date.
- 4 Sufficient agreement will have been reached to pass an ordinary resolution if eligible members (ie, members who were entitled to vote at the time the resolution was circulated) representing a simple majority of the total voting rights of eligible members signify their agreement to it. Sufficient agreement will have been reached to pass a special resolution if eligible members representing not less than 75% of the total voting rights of eligible members signify their agreement to it.
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.