

Company number: 09965916

**Private Company Limited by Shares**

**Written Resolution**

**of**

**Tea Venture Limited**

**(Company)**

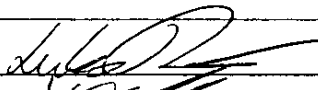
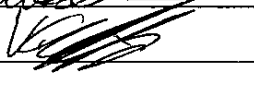
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution (**Resolution**) is passed as a special resolution:

**Special Resolution**


That the allotment and issue of 53,048 shares following a recent round of crowdfunding is hereby irrevocably and unconditionally ratified pursuant section 239 of the Companies Act 2006 and the allotment be and is hereby irrevocably and unconditionally authorised and approved for the purposes of section 551 of the Act or otherwise. We hereby confirm the waiver of any pre-emption rights pursuant to the Act or the Company's articles of association in respect of the allotment.

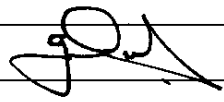
**Agreement**

The undersigned, who were entitled to vote on the Resolutions on July 24th 2018 (**Circulation Date**), hereby irrevocably agree to the Resolutions:

Date	Member	Signature
13.07.2018	Lukas Passia	
31.08.2018	Vincent Efferoth	
	Alan John Balfour	
	Jason Atherton	
	Kevin Dittmann	
	Christopher Efferoth	
	Sabine Efferoth	
	Josh Gill	
	Gregor Hamme	
	Karl Hammond	
	Marcel Maass	
	Ian McElroy	
	Maria Passia	

WEDNESDAY

  
\*A7BFYGQH\*  
A19 01/08/2018 #168  
COMPANIES HOUSE

	Norbert Passia	
	Edoardo Aldo Pinto	
	Gordon Reed	
	Mark Simpkins	
	Graham Smith	
	Anna-Maria Steel	
	Kai van Der Kolk	
	Jackie Wade	
	Charles Wainwright	
24/6/18	John Ward	

#### Notes

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
  - **By Hand:** delivering the signed copy to Alderman Fenwick's House, 98-100 Pilgrim Street, Newcastle Upon Tyne, Tyne And Wear, England, NE1 6SQ
  - **Post:** returning the signed copy by post to Alderman Fenwick's House, 98-100 Pilgrim Street, Newcastle Upon Tyne, Tyne And Wear, England, NE1 6SQ
  - **By E-Mail:** returning signed to

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	Karl Hammond	
	Marcel Maass	
	Ian McElroy	
	Maria Passia	

COMPANIES HOUSE

	Norbert Passia	
	Edoardo Aldo Pinto	
	Gordon Reed	
	Mark Simpkins	
	Graham Smith	
	Anna-Maria Steel	A. M. Steel
	Kai van Der Kolk	
	Jackie Wade	
	Charles Wainwright	
	John Ward	

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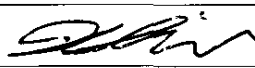
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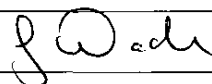
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	Gregor Hamme	
	Karl Hammond	
	Marcel Maass	
	Ian McElroy	
	Maria Passia	

A19

COMPANIES HOUSE

	Norbert Passia	
	Edoardo Aldo Pinto	
	Gordon Reed	
	Mark Simpkins	
	Graham Smith	
	Anna-Maria Steel	
	Kai van Der Kolk	
25/6/2018	Jackie Wade	
	Charles Wainwright	
	John Ward	

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	Gregor Hamme	
	Karl Hammond	
	Marcel Maass	
	Ian McElroy	
	Maria Passia	

A19

01/08/2018  
COMPANIES HOUSE

#165

	Norbert Passia	
	Edoardo Aldo Pinto	
	Gordon Reed	
	Mark Simpkins	
	Graham Smith	
	Anna-Maria Steel	
	Kai van Der Kolk	
	Jackie Wade	
	Charles Wainwright	
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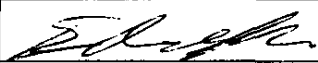
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	Norbert Passia	
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**(Company)**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution (**Resolution**) is passed as a special resolution:

**Special Resolution**

That in accordance with section 551 of the Companies Act 2006 (**Act**) the directors of the Company be generally and unconditionally authorised to allot 400,000 A ordinary shares of £0.000001 in the Company, 300,000 B investment shares of £0.000001 in the Company up to an aggregate nominal amount of £0.70, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date five years from the date this resolution.

**Agreement**

The undersigned, who were entitled to vote on the Resolutions on  
(**Circulation Date**), hereby irrevocably agree to the Resolutions:

2018

Date	Member	Signature
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A19

COMPANIES HOUSE

Company number: 09965916

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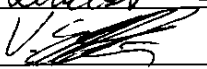
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2018

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31.07.2018	Vincent Efferoth	
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	Christopher Efferoth	
	Sabine Efferoth	
	Josh Gill	
	Gregor Hamme	
	Karl Hammond	
	Marcel Maass	
	Ian McElroy	
	Maria Passia	

A19

01/08/2018  
COMPANIES HOUSE

	Norbert Passia	
	Edoardo Aldo Pinto	
	Gordon Reed	
	Mark Simpkins	
	Graham Smith	
	Anna-Maria Steel	A.M. Steel
	Kai van Der Kolk	
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Tea Venture Limited (Company)  
General Meeting  
Form of proxy

Anna-Maria Steel  
5 Dilston Terrace, Newcastle upon Tyne, Tyne and Wear, NE3 1XX, United Kingdom

Before completing this form, please read the explanatory notes below

I/we ANNA-MARIA STEEL [full name(s)] IN  
BLOCK CAPITALS]

being a member of the Company appoint the Chairman of the meeting or (see note 3) as my/our proxy to attend, speak and vote on my/our behalf at the General Meeting of the Company to be held on 13<sup>th</sup> July 2018 at 10 a.m. and at any adjournment of the meeting.

I/we direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'.

If you wish to appoint multiple proxies, please see note 4 below. Please tick here if you are appointing more than one proxy: [ ]

SPECIAL RESOLUTION	For	Against
That the directors' breach of duty in relation to the allotment of 53,048 additional shares pursuant to the initial round of crowdfunding which exceeded the authority granted by the members of the Company at that time is irrevocably and unconditionally ratified pursuant to section 239 of the Companies Act 2006, and the actions and decisions of the directors in relation to the allotment are hereby irrevocably and unconditionally approved and authorised.		
Signature <u>A. M. Steel</u>	Date	<u>1/7/18</u>

Notes

Form of proxy

1. As a member of the Company you are entitled to appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes. If the proxy is being appointed in relation to part of your holding only, please enter in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank they will be authorised in respect of your full voting entitlement.

2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person and vote, your proxy appointment will automatically be terminated.

#### Appointment

3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. If you wish to appoint a proxy other than the chairman of the meeting, insert their full name in the box. If you leave this space blank, the chairman of the meeting will be appointed your proxy. Where you appoint as your proxy someone other than the chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the chairman and give them the relevant instructions directly.

4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may copy this form. If you are appointing more than one proxy, please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy and indicate by ticking the relevant box that the proxy appointment is one of multiple appointments being made. Multiple proxy appointments should be returned together in the same envelope.

5. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

#### Voting directions

6. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting, including a motion to adjourn.

#### Returning your form of proxy

7. To appoint a proxy using this form, the form must be:

- Completed and signed;

- Sent or delivered to the Company at Alderman Fenwick's House, 98-100 Pilgrim Street, Newcastle Upon Tyne, Tyne And Wear, England, NE1 6SQ; and
- Received by the Company no later than *11<sup>th</sup> July 2018 10.a.m.*.

8. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

10. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.

11. You may not use any electronic address provided in this proxy form to communicate with the *Company for any purposes other than those expressly stated.*