

Company number: 10285348

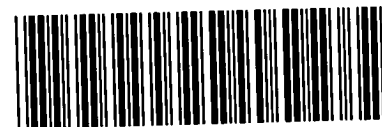
WRITTEN SHAREHOLDER RESOLUTIONS

of

GRAIN CONNECT LIMITED  
(the "Company")

Passed on: 14 July 2021

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On 14 July 2021, the following written resolutions of the shareholders of the Company were passed as special resolutions:-

SPECIAL RESOLUTIONS

1. **THAT** any and all pre-emption rights of existing shareholders in the Company, howsoever arising, included but not limited to article 9 (*Issue and Allotment of New Shares*) of the Company's articles of association, be and are hereby disapplied in relation to the allotment and issue of 696,475 ordinary shares of £0.001 each in the Company (the "**New Ordinary Shares**") to Equitix Harvest Bidco Limited, a company incorporated in Guernsey with registered no. 69397 (the "**Equitix Investor**") at a subscription price of £30.82 per share in cash pursuant to and on 'Completion' as defined in a subscription and shareholders' agreement (in the form attached to these Resolutions) entered into or to be entered into between the Equitix Investor (1) the Executive Directors (as therein defined) (2) the Existing Shareholders (as therein defined) (3) and the Company (4) relating to the Company (in the form attached to these Resolutions) (the "**Subscription and Shareholders' Agreement**"), such New Ordinary Shares having the rights and being subject to the restrictions set out in the articles of association of the Company as amended from time to time, provided that such disapplication shall expire on 31 August 2021 unless the Subscription and Shareholders Agreement has been entered into and the New Ordinary Shares have been allotted and issued to the Equitix Investor by such date.
2. **THAT** the transfers to the Equitix Investor, Albion Real Assets Feeder LP (the "**Albion Investor**") and David Marchant of an aggregate of 171,851 existing ordinary shares of £0.001 each in the Company at a sale/purchase price of £30.82 per share in cash pursuant to a sale and purchase agreement (in the form attached to these Resolutions) entered into or to be entered between Solway Communications Limited, Pinnacle Group Limited, Harry Aubrey-Fletcher, Toby Mounsey-Heysham & David Jardine-Paterson (as sellers) (1) and the Albion Investor, the Equitix Investor & David Marchant (as buyers) (2) (in the form attached to these Resolutions) (the "**Share Sale & Purchase Agreement**") be approved and any and all pre-emption rights of existing shareholders in the Company, howsoever arising, included but not limited to article 12 (*Pre-emption*) of the Company's articles of association be and are hereby disapplied in relation to the transfers of all such ordinary shares pursuant to the Share Sale & Purchase Agreement, provided that such transfers are executed on or before 31 August 2021.
3. **THAT** the new articles of association of the Company (in the form attached to these Resolutions) (the "**New Articles**") be adopted as the new articles of association of the Company (in substitution for, and to the entire exclusion of, the existing articles of association) with effect from 'Completion' (as defined in the Subscription and Shareholders' Agreement).
4. **THAT:-**
  - (a) the grant on 9 July 2021 to Sean Williams of replacement options to subscribe for 10,655 ordinary shares of £0.001 each in the Company ("**Ordinary Shares**") under a new 2020 Non-Executive Share Option Plan (upon cancellation of the options granted to him on 14

December 2020 under the Grain Connect Limited EMI Share Option Plan to subscribe for 10,655 Ordinary Shares) be approved; and

- (b) the disapplication of the pre-emption rights of existing shareholders in the Company set out in article 9 (*Issue and Allotment of New Shares*) of the Company's articles of association in relation to such grant of replacement options to Sean Williams be ratified and approved.

DocuSigned by:

Roland Barzegar

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Director