

COMPANY NUMBER: 12174856

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

TONIC NUTRITION LTD (Company)

03 April 2020 (Circulation Date)

WEDNESDAY



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27/05/2020

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COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the Act), the sole director of the Company (the **Sole Director**) proposes that resolutions 1, 2 and 3 be passed as ordinary resolutions and that resolutions 4 and 5 be passed as special resolutions (each a **Resolution**, together the **Resolutions**):

ORDINARY RESOLUTIONS

SUB-DIVISION

1. **THAT**, the 1,000 ordinary shares of £1.00 each in the capital of the Company be sub-divided into 100,000 ordinary shares of £0.01 each in the Company.

RE-DESIGNATION

2. **THAT**, subject to the passing of Resolution 1, the existing 100,000 ordinary shares of £0.01 each in the Company be and are hereby re-designated as 100,000 B ordinary shares of £0.01 each, where each shall have such rights and obligations and be subject to the restrictions set out in the New Articles (as defined below).

AUTHORITY TO ALLOT

3. **THAT**, subject to the passing of Resolutions 1 and 2 above and in accordance with section 551 of the Act, the Sole Director be generally and unconditionally authorised to allot 41,607 A ordinary shares of £0.01 each in the Company, having the rights and subject to the restrictions set out in the New Articles (as defined below) or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £416.07, provided that this authority shall expire on the fifth anniversary of the date the Resolutions were passed (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make an offer or agreement which would or might require such shares to be allotted after such expiry and the Sole Director may allot such shares in

pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution has expired.

SPECIAL RESOLUTIONS

DISAPPLICATION OF PRE-EMPTION RIGHTS

4. **THAT**, subject to the passing of Resolution 3 and in accordance with section 570 of the Act, the Sole Director be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by Resolution 3, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £416.07 and shall expire on the fifth anniversary of the date of the Resolutions (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Sole Director may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

ADOPTION OF ARTICLES

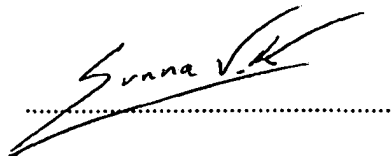
5. **THAT**, the new articles of association of the Company contained in the document annexed hereto (the **New Articles**) be and are approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.

AGREEMENT

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

The undersigned, being the sole member entitled to vote on the Resolutions on the Circulation Date, irrevocably agrees to the Resolutions:

Signed by Sunna Van Kampen



Date

03 April 2020.....

NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:
 - **By Hand or Post:** delivering the signed copy to the Company at 21 Vardens Road, London, United Kingdom, SW11 1RQ marked for the attention of the Sole Director.
 - **Email:** by attaching a scanned copy of the signed document to an email and sending it to sunna@lvk.co.
2. If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless within 28 days of the Circulation Date, sufficient agreement is received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company before or during this date.
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.