

COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES  
**CAITHNESS POTATOES HOLDING LTD**  
**(Registered Number SC089102)**

Written Resolution

Circulation Date: 30 June 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("**Act**"), the directors of Caithness Potatoes Holding Ltd (the "**Company**") propose that resolution 1 is passed as an ordinary resolution and resolution 2 as a special resolution of the Company (together, the "**Resolutions**");

**1. ORDINARY RESOLUTION**

THAT:

- (a) 40,000 Ordinary Shares of £1.00 each held by Caithness Potato Breeders Limited be, and are hereby reclassified as 40,000 A Ordinary Shares of £1.00 each;
- (b) 20,000 Ordinary Shares of £1.00 each held by Gordon Smillie be, and are hereby reclassified as 20,000 B Ordinary Shares of £1.00 each; and
- (c) 20,000 Ordinary Shares of £1.00 each held by Robert Doig be, and are hereby reclassified as 20,000 B Ordinary Shares of £1.00 each,

in each case, such shares having the rights and being subject to the restrictions set out in the articles of association to be adopted pursuant to Resolution 2 below.

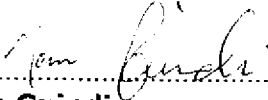
**2. SPECIAL RESOLUTION**

THAT the draft regulations attached to this written resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

**AGREEMENT**

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

The undersigned, each being a member entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:



**Ian Guindi**  
**Director, on behalf of**  
**Caithness Potato Breeders Limited**

30-06-2020

**Date**

.....  
**Robert Doig**

.....  
**Date**

.....  
**Gordon Smillie**

.....  
**Date**

### **Notes**

- 1 If you agree to 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 methods:

**By Hand or by Post:** delivering the signed copy for the attention of Christopher Allan, c/o Thorntons Law LLP, Whitehall House, 33 Yeaman Shore, Dundee, DD1 4BJ; or

**By Email:** for the attention of Christopher Allan at [callan@thorntons-law.co.uk](mailto:callan@thorntons-law.co.uk).

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.

- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 3 Unless sufficient agreement has been received for the Resolutions to pass within 28 days of the Circulation Date, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
- 4 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.

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- (b) 20,000 Ordinary Shares of £1.00 each held by Gordon Smillie be, and are hereby reclassified as 20,000 B Ordinary Shares of £1.00 each; and
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**Director, on behalf of**  
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**Date**

  
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**Robert Doig**

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**Date**

  
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**Gordon Smillie**

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**Date**

POWER OF ATTORNEY

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