

FRIDAY



A5YZ12VS

Registered number 07887611

A33

27/01/2017

#84

COMPANIES HOUSE

MISO TASTY LIMITED
(the "Company")

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES WRITTEN RESOLUTIONS

We, the undersigned, being all the members of the Company who would be entitled to attend and vote at a general meeting of the Company convened to pass the following special resolution, **HEREBY PASS** the following resolution as **WRITTEN SPECIAL RESOLUTIONS (Resolutions)** and agree that the said resolution shall be valid and effective as if the same had been passed at a general meeting of the Company duly convened and held

WRITTEN SPECIAL RESOLUTIONS

- 1) THAT, in accordance with articles 9.2 and 11.2 of the Company's Articles of Association, the members direct that the directors are authorised to issue and allot 9,224 new ordinary £0 01 B shares in the Company, such shares having no voting rights and no dividend rights, but in all other aspects will rank *pari passu* to the existing shares on winding up,
- 2) THAT, in accordance with section 550 of the Companies Act 2006, the directors be generally and unconditionally authorised to issue and allot £0 01 ordinary B shares in the Company up to an aggregate nominal value of £92.24 these ordinary £0.01 B shares to be issued to the various transferors in consideration for the cancellation and termination of the outstanding Loan Notes and Debenture in favour of Yaser Martini,
- 3) THAT, the directors duly record the said cancellation and issue and allotment;
- 4) THAT the directors are hereby duly authorised to assign all Intellectual Property Rights to Yaser Martini on the terms of the draft Deed of Assignment, and
- 5) THAT the directors are hereby duly authorised to enter into the Licence of Intellectual Property rights

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolutions on
hereby irrevocably agrees to the Resolutions

08/12 / 2016,

Signed by.

A handwritten signature in black ink, appearing to be 'K. O. O.', written over a dotted line.

Print Name above

Date

...08/12 / 2016....

**INFORMATION REQUIRED TO COMPLY WITH SECTION 293(4) OF THE COMPANIES
ACT 2006**

1. Eligible members are the members who would have been entitled to vote on the resolutions on the Circulation Date of the written resolutions
2. The procedure for signifying agreement by an eligible member to the written resolutions is as follows.
 - (A) A member signifies his agreement to the proposed written resolutions when the company receives from him (or someone acting on his behalf) an authenticated document
 - (i) identifying the resolution to which it relates, and
 - (ii) indicating his agreement to the resolution
 - (B) The document must be sent to the company in hard copy form or in electronic form
 - (i) **By Hand:** delivering the signed copy to The Directors, 9 Roedean Crescent, Roehampton, London, SW15 5JX, United Kingdom, or
 - (ii) **Mail:** returning the signed copy by mail to The Directors, 9 Roedean Crescent, Roehampton, London, SW15 5JX, United Kingdom

You may not return the written resolutions to the Company by any other method
 - (C) A member's agreement to the written resolutions, once signified, may not be revoked
 - (D) The written resolutions are passed when the required majority of eligible members have signified their agreement to them
4. The period for agreeing to the written resolutions is the period of 28 days beginning with the Circulation Date (see section 297 Companies Act 2006)