

# MOSAIC

BRANDS LTD

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Extraordinary General Meeting Dec 23<sup>rd</sup> 2019

## Resolution 1

### Item 1: **Approval of an acquisition of a substantial asset from a substantial shareholder by the grant and exercise of the NBL call option**

*“That, for the purposes of Listing Rule 10.1 and for all other purposes, and subject to Shareholder approval of Resolutions 2, 3, 4 and 5, Shareholders approve the grant by Alceon Retail to the Company of a call option under which the Company is entitled to acquire 49.9% of the shares in Ezibuy and the exercise of that option by the Company, on the terms and conditions set out in the Explanatory Memorandum”.*

Resolution	Vote type	Voted	%	% of all securities
1, APPROVE NBL CALL OPTION	For	41,719,967	99.6	43.03
	Against	82,509	0.2	0.09
	Open-Usable	84,993	0.2	0.09
	Abstain	164,307	N/A	0.17

## Resolution 2

### Item 2 : **Approval of the disposal of a substantial asset to a substantial shareholder by the exercise of the Alceon Call Option**

*“That, for the purposes of Listing Rule 10.1 and for all other purposes, and subject to Shareholder approval of Resolutions 1, 3, 4 and 5, Shareholders approve the exercise of a call option to be granted by the Company to Alceon Retail under which Alceon Retail is entitled to acquire 50.1% of the shares in Ezibuy from the Company, on the terms and conditions set out in the Explanatory Memorandum”.*

Resolution	Vote type	Voted	%	% of all securities
2, APPROVE ALCEON CALL OPT	For	41,719,967	99.6	43.03
	Against	82,509	0.2	0.09
	Open-Usable	84,993	0.2	0.09
	Abstain	164,307	N/A	0.17

## Resolution 3

### Item 3 : **Approval of the disposal of a substantial asset to a substantial shareholder by the exercise of the NBL Put Option**

*“That, for the purposes of Listing Rule 10.1 and for all other purposes, and subject to Shareholders approval of Resolutions 1, 2, 4 and 5, Shareholders approve the exercise by the Company of a put option granted to the Company in respect of the sale by it of 50.1% of its shares in Ezibuy to Alceon Retail, on the terms and conditions set out in the Explanatory Memorandum”.*

Resolution	Vote type	Voted	%	% of all securities
3, APPROVE NBL PUT OPTION	For	41,719,967	99.6	43.03
	Against	82,509	0.2	0.09
	Open-Usable	84,993	0.2	0.09
	Abstain	164,307	N/A	0.17

## Resolution 4

### Item 4 : **Approval of the acquisition or disposal of a substantial asset to or from a substantial shareholder by way of the Default Acquisition Right**

*“That, for the purposes of Listing Rule 10.1 and for all other purposes, and subject to Shareholder approval of Resolutions 1, 2, 3 and 5, Shareholders approve:*

- the exercise of an option by Alceon Retail to acquire 50.1% of the shares in Ezibuy from the Company (subject to an event of default occurring in respect of the Company under the SHA) and,*
- the exercise of an option by the Company to acquire 49.9% of the shares in Ezibuy from Alceon Retail (subject to an event of default occurring in respect of Alceon Retail under the SHA),*

*in either case, on the terms and conditions set out in the Explanatory Memorandum”.*

Resolution	Vote type	Voted	%	% of all securities
4, DEFAULT ACQUISITION RIGHT	For	41,739,066	99.65	43.05
	Against	64,487	0.15	0.07
	Open-Usable	84,993	0.2	0.09
	Abstain	163,230	N/A	0.17

## Resolution 5

### Item 5 : **Approval in respect of the Ezibuy Security and NBL Support**

*“That, for the purposes of Listing Rule 10.1 and for all other purposes, and subject to Shareholder approval of Resolutions 1, 2, 3 and 4, Shareholders approve:*

*a) the exercise by Alceon Retail of its rights under the security granted by Ezibuy and the other members of the Ezibuy Group to Alceon Security Trustee as security trustee for the benefit of Alceon retail in connection with the Alceon shareholder loan;*

*b) the exercise by AMAC of its rights under the security granted by Ezibuy and the other members of the Ezibuy Group to Alceon Security Trustee as security trustee for the benefit of AMAC in connection with the facility made available by AMAC in connection with the Ezibuy WC facility; and*

*c) the entry into the NBL Support by the Company*

*In each case, on the terms and conditions set out in the Explanatory Memorandum”*

Resolution	Vote type	Voted	%	% of all securities
5, EZIBUY SEC & NBL SUPPORT	For	41,743,143	99.66	43.05
	Against	60,410	0.14	0.06
	Open-Usable	84,993	0.2	0.09
	Abstain	163,230	N/A	0.17