TACO & SUBS, LLC

Limited Liability Company No: CR- 6811

(Company)

Written resolutions of the manager of the Company

The manager of the Company hereby passes the resolutions set out below. Capitalised terms not defined herein shall have the meaning ascribed to them in the LLC Agreement (as defined below).

1 Registration of Company

1.1 The Company was registered in the Cayman Islands as a limited liability company under the Limited Liability Companies Act (Revised) (**LLC Act**) on 18 March 2024 by filing with the Registrar of Limited Liability Companies (**Registrar**) a registration statement (as defined in the LLC Act) (**Registration Statement**) executed by TACO Foundation as the initial members and manager of the Company (**Initial Member**).

1.2 In accordance with the LLC Act, the Registration Statement contained a declaration that the Company shall not undertake business with the public in the Cayman Islands other than so far as may be necessary for the carrying on of the business of the Company outside the Cayman Islands as contemplated by the LLC Act (**Declaration**).

1.3 It is resolved that the Registration Statement, including the Declaration, be approved and ratified, and the execution of the Registration Statement by TACO Foundation be approved and ratified.

2 LLC Agreement

2.1 By signing these resolutions, the manager confirms that he has reviewed a final draft of the Company's LLC agreement (as defined in the LLC Act) (**LLC Agreement**).

2.2 It is resolved that:

(a) the LLC Agreement be approved in its present form;

(b) the manager be authorised to sign the LLC Agreement which will be adopted as the Company's LLC agreement for the purposes of the LLC Act.

3 Company seal

It is resolved that, for the time being, the Company shall not have a corporate seal.

4 Registered office

4.1 The Company was registered with its registered office at Camana Bay, 9 Forum Lane, Suite 3119, PO Box 144, Grand Cayman KY1-9006, Cayman Islands.

4.2 It is resolved that:

(a) the present situation of the registered office of the Company be ratified and

confirmed; and

(b) any manager be authorised to approve the form of, and execute on behalf of the Company, a registered office services agreement between the Company and the Company's registered office provider, such approval to be conclusively evidenced by the execution and delivery of that agreement by or on behalf of such manager on behalf of the Company.

5 Financial year

It is resolved that the financial year of the Company end on 31 December in each year and that the first financial year of the Company end on 31 December 2024.

6 Cayman Islands Economic Substance Act

6.1 It is noted that the International Tax Co-operation (Economic Substance) Act (Revised) of the Cayman Islands (**ES Act**) came into effect in the Cayman Islands on 1 January 2019, requiring in-scope entities (**Relevant Entities**) that carry on particular activities (**Relevant Activities**) to have demonstrable economic substance in Cayman.

6.2 The Company has considered its business activities and has concluded that:

(a) the Company is a Relevant Entity; and

(b) the Company is not conducting a Relevant Activity for Economic Substance purposes.

6.3 It is expected that the Company (or the Company's registered office on its behalf) will be required to:

(a) submit a notification or declaration to the Registrar of Companies (**Registrar**) confirming:

(i) that it is a Relevant Entity; and

(ii) that it is not conducting a Relevant Activity

6.4 It is resolved that:

(a) the Company's registered office be authorised to submit confirmation of the status of the Company under the ES Act to any Cayman governmental authority if required to do so, through the annual return of the Company or otherwise, and to take such further steps as are necessary pursuant to the ES Act in order to ensure the Company's compliance with the ES Act; and

7 Cayman Islands Beneficial Ownership Regime

7.1 IT IS RESOLVED that:

(a) the Company is required to and shall identify its beneficial owners, relevant legal entities and registrable persons; and

(b) the Company hereby instructs Leeward, its corporate service provider, to keep a register of these persons and comply with the other requirements of Part XVIIA of the Companies Act relating to beneficial ownership registers.

8 Further Actions

8.1 It is resolved that any manager be authorised to take such further actions or procure that such further actions are taken, as any manager may consider necessary or convenient to effect the foregoing resolutions.

8.2 Without limiting the generality of the foregoing:

(a) any manager be authorised to approve, on behalf of the Company, the terms of any documents (**Ancillary Documents**) that such manager considers necessary or desirable in connection with the transactions contemplated by the Documents, such approval to be evidenced by the execution and delivery of the Ancillary Documents by or on behalf of such manager on behalf of the Company; and

(b) any manager be authorised to do all such other actions and things as such manager considers necessary or desirable for the purposes of the transactions contemplated by the Documents and the Ancillary Documents.

9 Ratification

It is resolved that any and all actions of the Company or any manager on behalf of the Company taken in connection with the actions contemplated by the foregoing resolutions prior to the execution hereof be and hereby are ratified, confirmed, approved and adopted in all respects as fully as if such action(s) had been presented to for approval, and approved by, such manager prior to such action being taken.

By:……..……..…
Name: Glenn Kennedy
Authorised Signatory of TACO Foundation
Manager