

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN ORDINARY RESOLUTIONS AND WRITTEN SPECIAL RESOLUTIONS

OF
FISH4PETS LIMITED
(the "Company")
Passed on 15 February 2022



The following resolutions were duly passed as follows:

- Resolutions 1 and 2 as Ordinary Resolutions; and
- Resolutions 5,6,7 and 8 as Special Resolutions,

each by written resolution under Chapter 2 of Part 13 of the Companies Act 2006, and which shall be as valid and effective for all purposes as if the same had been passed at a General Meeting of the Company duly convened and held:

Ordinary Resolutions

1. THAT, subject to and with effect from Tranche 1 Closing (as defined in an investment agreement dated on or about the date hereof between Felleskjøpet AS, DSD Investering AS, Graham Smith and Fish4Pets Limited (the IA)), in accordance with section 618 of the Companies Act 2006, the 78,970 B Ordinary shares of £0.01 each in the issued share capital of the Company be sub-divided into 789,700 B Ordinary shares of £0.001 each, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing B Ordinary Shares of £0.01 each in the capital of the Company as set out in the Company's articles of association for the time being (the **Sub-division**).
2. THAT with effect from, and conditional upon the passing of Resolutions 1 and 5, in accordance with section 551 of the Companies Act 2006 and Article 17.1 of the Company's existing Articles of Association, the Directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £14,250 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 March 2022. This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

Special Resolutions

5. THAT, immediately following and conditional upon the passing of Resolutions 1 and 7, and the Sub-division occurring all of the 2102 issued Ordinary Shares of £1.00 each in the capital of the Company, have their rights amended such that each ranks

CS

pari passu with each other and has the rights and is subject to the same restrictions as set out in the New Articles for Ordinary Shares.

6. THAT, immediately following and conditional upon the passing of Resolutions 1 and 7, and the Sub-division occurring:

- a. all of the 7,500,000 A Ordinary Shares of £0.001 each in the capital of the Company;
- b. all of the 789,700 B Ordinary Shares of £0.001 each in the capital of the Company; and
- c. all of the 315,878 C Ordinary Shares of £0.001 each in the capital of the Company,

each be immediately, and simultaneously, redesignated as A Ordinary Shares of £0.001 each in the capital of the Company with such shares each ranking pari passu with each other and having the rights and being subject to the same restrictions as set out in the New Articles for A Ordinary Shares.

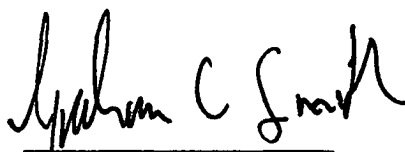
7. THAT the Company's current Articles of Association be replaced with the Articles of Association contained in Schedule 1 to these Resolutions ("**New Articles**") and the New Articles be approved and adopted in substitution for, and to the exclusion of, the Company's existing Articles of Association.

8. **Special resolutions to be deemed class resolutions of the holders of Ordinary Shares, A Ordinary Shares, B Ordinary Shares and C Ordinary Shares**

THAT each resolution shall, in addition to being a resolution of the shareholders as a whole, be deemed to constitute a resolution of the Ordinary Shares, A Ordinary Shares, B Ordinary Shares and C Ordinary Shares (as a separate class of members, in each case) under Section 281(1) of the Act, and accordingly each such resolution shall be passed in accordance with the Company's articles of association when approved or assented to by holders representing:

- a. more than 75% in nominal value of the issued Ordinary Shares;
- b. more than 75% in nominal value of the issued A Ordinary Shares;
- c. more than 75% in nominal value of the issued B Ordinary Shares; and
- d. more than 75% in nominal value of the issued C Ordinary Shares,

and subject to their being approved or assented by the requisite number of holders, shall constitute irrevocable consent to the passing of the resolution and to every variation, modification or abrogation of the rights, privileges and restrictions attaching to the corresponding class of Share that will or may be effected thereby.


CHAIRPERSON