

Company number: 10902884

**ZOE LIMITED**  
**(“Company”)**

**PRIVATE COMPANY LIMITED BY SHARES**

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**SHAREHOLDERS’ WRITTEN RESOLUTIONS**  
**CIRCULATED ON 9 DECEMBER 2022**  
**PURSUANT TO CHAPTER 2 OF PART 13**  
**OF THE COMPANIES ACT 2006**

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The following resolutions were passed in writing pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the “Act”) as ordinary and special resolutions, as indicated below, on 13 December 2022:

**ORDINARY RESOLUTIONS**

1. THAT, subject to the passing of resolution 2, the directors be generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company, up to an aggregate nominal amount of £2.381868 (the “Crowdfunding Shares”) in the capital of the Company. This authority shall expire (unless previously varied as to duration, revoked or renewed by the Company) on the fifth anniversary of the date of these resolutions, except that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry and the directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired, and this authority shall be in substitution to the authority conferred by a resolution of the members of the Company passed on 25 October 2022; and in addition to the authority conferred by, and in accordance with the provisions of article 14.1 of the articles of association of the Company.

**SPECIAL RESOLUTIONS**

2. THAT, subject to the passing of resolution 1, the articles of association in the form attached to these resolutions be approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of all existing articles of association of the Company (“New Articles”).
3. THAT, subject to the passing of resolutions 1 and 2 (in that order), in accordance with article 14.3 of the New Articles, the directors of the Company be generally and unconditionally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the general authority conferred on them by resolution 1 and by article 14.1 of the New Articles, as if article 14.3 of the New Articles did not apply to such an allotment. This authority shall expire, unless previously revoked or renewed by the

Company, on the fifth anniversary of the date of these resolutions except that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

DocuSigned by:  
*Jonathan Wolf*  
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Director