

Company number: 10902884

ZOE LIMITED

(the “Company”)

PRIVATE COMPANY LIMITED BY SHARES

SHAREHOLDERS’ WRITTEN RESOLUTIONS
CIRCULATED ON 26 July 2023
PURSUANT TO CHAPTER 2 OF PART 13
OF THE COMPANIES ACT 2006

The following resolutions were passed in writing pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the “Act”) on 31 July 2023 with resolution 1 below passed as an ordinary resolution and resolutions 2, 3 and 4 below passed as special resolutions.

ORDINARY RESOLUTION

1. THAT, subject to the passing of resolution 4, 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 £0.59839290 of series B2 convertible preferred shares of £0.0000001 each in the capital of the Company with the rights attaching to them as set out in the New Articles. 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 addition to all existing authorities to allot to the extent unused.

SPECIAL RESOLUTIONS

2. THAT, subject to the passing of resolution 4, in accordance with article 14.2 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, as if article 14.2 of the New Articles (or any other rights of pre-emption contained in the New Articles, however expressed) 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.
3. THAT, subject to the passing of resolution 4 and strictly subject to and immediately following the transfer of up to 11,029,413 founder shares of £0.0000001 each in the capital of the Company held by George Hadjigeorgiou (the “Sale Shares”) up to the aggregate amount of the Sale Shares be redesignated series B2 convertible preferred shares of £0.0000001 each in the capital of the Company from time to time having the rights set out in the New Articles.

4. THAT, 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").

DocuSigned by:
Jonathan Wolf

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Director

31 July 2023

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Date