

**Company number: 10902884**

**THE COMPANIES ACTS**

**ZOE LIMITED**  
(the “Company”)

**PRIVATE COMPANY LIMITED BY SHARES**

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**RESOLUTIONS**  
**TO WHICH CHAPTER 3 OF PART 3**  
**OF THE COMPANIES ACT 2006 APPLIES**

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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 an ordinary and a special resolution on **21 December 2023**.

**ORDINARY RESOLUTION**

1. **THAT**, 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 £1.8865258795 comprising 10,040,787 ordinary shares of £0.0000001 each in the capital of the Company and 8,824,472 growth shares of £0.0000001 each 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 addition to all other existing authorities to allot to the extent unused.

**SPECIAL RESOLUTION**

2. **THAT**, subject to the passing of resolution 1, the directors be generally and unconditionally empowered pursuant to section 570 of the Act 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 of the as if section 561 of the Act and any rights of pre-emption (however expressed) contained in the Articles of Association of the Company adopted on 31 July 2023 (the “**Articles**”) (including but not limited to Article 14.2 of the Articles) did not apply to any such allotment or sale. This authority shall expire, unless previously revoked or renewed by the Company in a general meeting, on the date being five years from the date this resolution is passed, 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.

Signed by Jonathan Wolf )  
Director )  
Date 21 December 2023 )  
Date..... )

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Jonathan Wolf  
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