

**OOMPH WELLNESS LIMITED**  
**(Company)**

MEMBERS' WRITTEN RESOLUTIONS PURSUANT TO CHAPTER 2 OF PART 13 OF THE  
COMPANIES ACT 2006 (**Act**)

\_\_\_\_\_ 21 February \_\_\_\_\_ 2022 (**Circulation Date**)

Passed \_\_\_\_\_ 18 March \_\_\_\_\_ 2022

We, the undersigned, being the members of the Company entitled to attend and vote at general meetings of the Company, pursuant to Chapter 2 of Part 13 of the Act, hereby AGREE and RESOLVE that (i) in respect of resolutions 1 through 4 (inclusive) below, that the same takes effect as if they have been passed as ordinary resolutions of the Company at a general meeting duly convened and held, and (ii) in respect of resolutions 5 and 6 below, that the same takes effect as if they have been passed as special resolutions of the Company at a general meeting duly convened and held:

**Ordinary Resolutions**

1. **THAT** Ian Taylor, having consented to act, be appointed as an additional director of the Company from \_\_\_\_\_ 18 March \_\_\_\_\_ 2022.
2. **THAT** the directors be generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot B ordinary shares of £0.001 each in the capital of the Company up to an aggregate nominal value of £0.576, to such persons and at such times and generally on such terms and conditions as the directors may determine, provided that:
  - (a) the authority granted under this resolution shall expire five years after the passing of this resolution;
  - (b) the Company may, before such expiry of this resolution, make an offer or agreement which would or might require shares to be allotted after such expiry and the directors may allot such shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.
3. **THAT** the directors be generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot C ordinary shares of £0.001 each in the capital of the Company up to an aggregate nominal value of £0.264, to such persons and at such times and generally on such terms and conditions as the directors may determine, provided that:
  - (c) the authority granted under this resolution shall expire five years after the passing of this resolution;
  - (d) the Company may, before such expiry of this resolution, make an offer or agreement which would or might require shares to be allotted after such expiry and the directors may allot such shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

4. **THAT** the directors be generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot ordinary shares of £0.001 each in the capital of the Company up to an aggregate nominal value of £0.704, to such persons and at such times and generally on such terms and conditions as the directors may determine, provided that:
- (e) the authority granted under this resolution shall expire five years after the passing of this resolution;
  - (f) the Company may, before such expiry of this resolution, make an offer or agreement which would or might require shares to be allotted after such expiry and the directors may allot such shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

### **Special Resolution**

5. **THAT** subject to the passing of Resolutions 2, 3 and 4 and in accordance with article 12.2 of the articles of association of the Company (**Articles**), the directors be generally empowered to allot the equity securities pursuant to the authority conferred by Resolutions 2, 3 and 4, as if any restrictions as to pre-emption, including but not limited to those restrictions contained in article 12.2 of the Articles, did not apply to any such allotment and any rights of pre-emption in connection therewith are hereby waived.
6. **THAT** with immediate effect, the draft articles of association attached to these resolutions be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

## AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the above resolutions (**Resolutions**).

The undersigned, being the members of the Company and entitled to vote on the Resolutions, hereby irrevocably agree to the Resolutions. The Resolutions will be passed once sufficient agreement has been received from the required majority of eligible members to the Resolutions.

DocuSigned by:

*Ben Allen*

Signed by **Benjamin Allen**

Date: 18 March 2022

Signed by **Andrew Yates**

Date:

DocuSigned by:

*Mark Hodgkinson*

Signed by **Mark Hodgkinson**

Date: 18 March 2022

Signed by **Kate Colborne-Baber**

Date:

DocuSigned by:

*Mike Parsons*

Signed by **Mike Parsons**

Date: 18 March 2022

DocuSigned by:

*Tim Burdick*

Signed by **Tim Burdick**  
for and on behalf of **Nesta GP Limited as  
general partner of the Nesta Impact  
Investments 1 LP**

Date: 18 March 2022

DocuSigned by:

*David Duncan*

Signed by **David Duncan**

Date: 18 March 2022

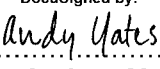
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.....  
Signed by **Benjamin Allen**

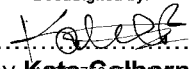
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Signed by **Kate Colborne-Baber**

Date: 18 March 2022

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Signed by **Mike Parsons**

Date:

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Signed by  
for and on behalf of **Nesta GP Limited as  
general partner of the Nesta Impact  
Investments 1 LP**

Date:

.....  
Signed by **David Duncan**

Date:

## NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- **By Hand or Post:** delivering the signed copy to Stacy Rahl at SW19Lawyers LLP, 17a Church Road, London SW19 5DQ.
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [IanT@oomph-wellness.org](mailto:IanT@oomph-wellness.org) and [stacy.rahl@sw19lawyer.co.uk](mailto:stacy.rahl@sw19lawyer.co.uk).

If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

3. Unless, within 28 days of the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolutions to be passed, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.