

Company Number: 09364895

The Companies Act 2006

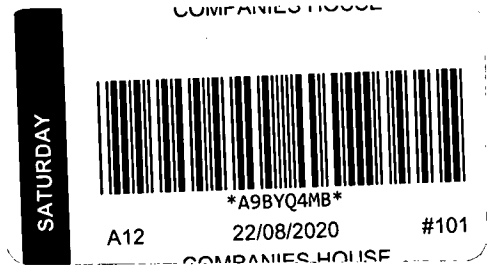
Private company limited by shares

Written resolutions

of

SimplyCook Limited (the "Company")

23 December 2019 (the "**Circulation Date**")



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that resolutions 1 and 2 below are passed as special resolutions of the Company and resolution 3 below is passed as an ordinary resolution (together the "**Resolutions**").

Special Resolutions:

1. **THAT**, the draft articles of association attached in the Appendix to these Resolutions (the "**New Articles**") be adopted as the articles of the association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association (the "**Existing Articles**").
2. **THAT**, in accordance with section 570 of the Act, Article 13.3 of the Existing Articles of the Company and of the New Articles, and any other restrictions whatsoever as to pre-emption, be disqualified to the allotment of equity securities (as defined in section 560 of the Act) as set out in Resolution 3 below, and any such rights of pre-emption in connection therewith are hereby waived.

Ordinary Resolutions:

3. **THAT**, in accordance with section 551 of the Act the directors of the Company be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £39.96183 provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years after the passing of the resolutions save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the directors of the Company may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the directors of the Company but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to any of the Resolutions.

The undersigned, as persons entitled to vote on the above Resolutions hereby irrevocably agrees to those Resolutions as indicated above:

Oli Ashness

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Oliver Ashness

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James Davies

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23 December 2019

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Date

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Date

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Jonathan James Foulds

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Richard Hywel Lewis Jones

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Date

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Date

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Hariharan Ramamurthy

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For and on behalf of Episode (GP) Ltd

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Date

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Date

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Richard Ashness

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Dena Ashness

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Date

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Date

AGREEMENT

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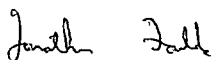
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James Davies

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Jonathan James Foulds

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Jonathan James Foulds

Richard Hywel Lewis Jones

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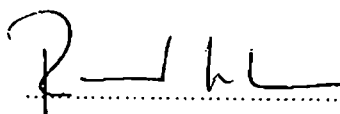
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Hariharan Ramamurthy


For and on behalf of Episode (GP) Ltd

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Richard Ashness



Dena Ashness

23 December 2019

23 December 2019

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For and on behalf of 500 Startups IV, L.P.

For and on behalf of Maxfield Capital Fund
1, L.P.

Date

Date

Patrick Earle & Fiona Bateson

For and on behalf of Maxfield SC SP

written resolution.

Company no. 09364895

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Spencer Hyman

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Jonathan Wolf

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Date

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Christine Denham

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Matt Wheeler

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Al Loehnis

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Firoze Khambata

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Date

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23 December 2019

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For and on behalf of WCS Nominees Limited

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For and on behalf of Jardox Limited

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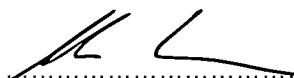
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23 December 2019

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Date _____

Date _____

James Simonds

Laura Pignatelli

Date _____

Date _____

James Steggles

Giles Pearman

Date _____

Date _____

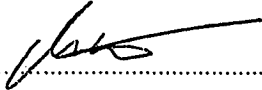
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Simon Hutson

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Peter McCurrach

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Date

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Date

Signed



**For and on behalf of Octopus Apollo VCT
plc**

Date 23 December 2019

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 by email (by returning the signed copy to Oliver Ashness at oli@simplycook.com).
2. **The Resolutions will lapse if sufficient votes in favour of them have not been received by the end of the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one).** Unless you do not wish to vote on the Resolutions, please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against the Resolutions.
3. Once you have signified your agreement to the Resolutions such agreement cannot be revoked.
4. In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s).
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.

Appendix - New Articles of Association