

Company Number: 09364895

The Companies Act 2006

Private company limited by shares

Written resolutions

of

SimplyCook Limited (the "Company")

Passed on: 21 September 2020

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Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), resolutions 1 and 2 below were passed as special resolutions of the Company and resolution 3 below was 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 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 £46.91078 provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years after the passing of these 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 is in substitution for all subsisting authorities previously granted to the directors of the Company.

Signed:

Oli Ashness

Appendix - New Articles of Association

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