

Company number: 10902884

**ZOE LIMITED**

(the “Company”)

**PRIVATE COMPANY LIMITED BY SHARES**

**SHAREHOLDERS' WRITTEN RESOLUTIONS  
CIRCULATED ON 21 February 2024  
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 29 February 2024 with resolution 1 below passed as an ordinary resolution and resolution 2 passed as a special resolution.

**ORDINARY RESOLUTION**

1. **THAT**, subject to the passing of resolution 2, 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 £0.125 pursuant to a call option agreement entered into on or around the date of these written resolutions. 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 RESOLUTION**

2. **THAT**, in accordance with article 14.3 of the articles of association of the Company (the “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 in the Articles, as if article 14.3 of the Articles 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.

DocuSigned by:

*Jonathan Wolf*

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**Director**

29 February 2024

**Date**