

Second Written Resolution

Company number: 11249161

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

FIVE GUYS EUROPEAN HOLDINGS LIMITED
(Company)

Circulation date: 28th February 2023 (Circulation Date)

In accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006 (Act), the following resolutions 1 and 2 are proposed to be passed as an ordinary resolutions of the Company and resolution 3 is proposed to be passed as a special resolution of the Company (together the "Resolutions"):

ORDINARY RESOLUTIONS

1. *That, the share capital of the Company be increased from £20,002 to £20,200.37 by the creation of 19,837 new non-voting ordinary shares of £0.01 each in the capital of the Company (the "Non-voting Ordinary Shares"), each having the rights and restrictions as set out in the articles of association of the Company from time to time.*
2. *That, the directors be generally and unconditionally authorised in accordance with section 551 of the Act to exercise all the powers of the Company to allot any Non-voting Ordinary Shares for a period expiring five years after the date of the passing of this resolution but the Company may before such expiry make an offer or agreement which would or might require any Non-voting Ordinary Shares to be allotted after expiry of this authority and the directors may allot any Non-voting Ordinary Shares in pursuance of that offer or agreement as if the authority conferred by this resolution had not expired.*

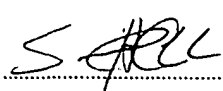
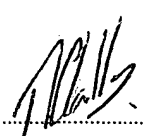
SPECIAL RESOLUTION

3. *That, the directors be generally empowered pursuant to section 570 of the Act to allot any Non-voting Ordinary Shares (within the meaning of section 560 of the Act), pursuant to the general authority conferred by resolution 2 as if section 561 (1) of the Act did not apply to the allotment, provided that the power conferred by this resolution will expire five years after the date of the passing of this resolution, but the Company may before such expiry make an offer or agreement which would or might require any Non-voting Ordinary Shares to be allotted after expiry of this power and the directors may allot any Non-voting Ordinary Shares in pursuance of that offer or agreement as if the power conferred by this resolution had not expired.*



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

We the undersigned, being all the persons eligible to vote on the above Resolutions on the Circulation Date, irrevocably agree to the Resolutions.

Signed  For and on behalf of FGBF UK Limited	Date ⁸⁰ 28/02/2023 28 th FEBRUARY 2023
Signed  For and on behalf of SGFR LLP	Date 28 th FEBRUARY 2023

NOTE:

1. If you agree with the Resolutions, please sign and date this document and return it to the Company using one of the following methods:
 - **By hand:** delivering the signed copy to Tim Morris (Secretary) at 146 Freston Road, London, W10 6TR
 - **By post:** returning the signed copy by post to Tim Morris (Secretary) at 146 Freston Road, London, W10 6TR

If you do not agree with 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. The Resolutions set out above will lapse if the required majority of eligible members have not signified their agreement to it by the end of the period of 28 days beginning with the Circulation Date. If you agree to the Resolutions, please ensure that your agreement reaches us before that 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.