

COMPANY NUMBER: 12676459

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
SYMPPLICITY FOODS LIMITED (THE "COMPANY")
28/04/23
..... **2023 (Circulation Date)**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**Act**), the directors of the Company propose that resolutions numbered 1 and 2 below be passed as ordinary resolutions and resolution numbered 3 below be passed as a special resolution (**Resolutions**):

ORDINARY RESOLUTION

Subdivision

1. **THAT**, in accordance with section 618 of the Act, the following classes of shares in the capital of the Company be sub-divided as follows:
 - a. 9,765 Ordinary A Shares of £0.01 each into 976,500 Ordinary A Shares of £0.0001 each in the capital of the Company;
 - b. 4,765 Ordinary B Shares of £0.01 each into 476,500 Ordinary B Shares of £0.0001 each in the capital of the Company;
 - c. 5,471 Ordinary C Shares of £0.01 each into 547,100 Ordinary C Shares of £0.0001 each in the capital of the Company;
 - d. 665 Ordinary D Shares of £0.01 each into 66,500 Ordinary D Shares of £0.0001 each in the capital of the Company; and
 - e. 4,040 Seed Shares of £0.01 each into 404,000 Seed Shares of £0.0001 each in the capital of the Company,

each, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing shares of that class of £0.01 each in the capital of the Company as set out in the Company's articles of association for the time being.

Authority to Allot

2. **THAT**, in accordance with section 551 of the Act, the Directors 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 £44.7055 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the Circulation Date, 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 may allot

shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

SPECIAL RESOLUTION

Disapplication of Pre-emption Rights

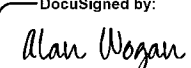
3. **THAT**, in accordance with section 570 of the Act, the directors of the Company be generally empowered to allot the equity securities pursuant to the authority conferred by Resolution 2 above, as if the provisions set out in Article 13 of the Company's Articles of Association did not apply to such issue and allotment, provided that this power shall:
- a) be limited to the allotment of equity securities up to an aggregate nominal value of £44.7055;
 - b) expire, unless renewed, varied or revoked by the Company, on the fifth anniversary of the date of this Resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares in the capital of the Company to be allotted or rights to subscribe for or to convert any security into shares in the capital of the Company to be granted 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.

AGREEMENT

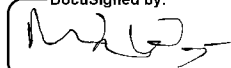
Please read the notes at the end of this document before signifying your agreement to the Resolutions above.

The undersigned, being the person entitled to vote on the above Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions:


Signed by **ALAN WOGAN**

DocuSigned by:

.....568E6073D7754A2.....

Signed by **MARK WOGAN**

DocuSigned by:

.....E7FCE21E3E894E1.....

Signed by **NEIL RANKIN**

DocuSigned by:

.....31C7822F22BB4C5.....

Signed by **THE FRONTLINE VENTURE
FUND III LIMITED PARTNERSHIP**, acting
by its general partner, **FRONTLINE
VENTURES FUND III (GP) LIMITED**,
acting by an authorized representative

DocuSigned by:
William McQuillan
3183153475894ED.....

Signed by **JANE BRISTOW**

Signed by **SIMON LONGBOTTOM**

Signed by **YANN MATHIAS**

Signed by **THOMAS PEETERS**

Signed by **LEONARD PICARDO**

Signed by **GABRIEL STRAUB**

Signed by **EWAN VENTERS**

Signed by **MARY WILLCOCK**

Signed by **PAUL WILLCOCK**

Signed by **PHILIP WILLCOCK**

Signed by **NANCY FECHNAY**

Signed by **FINTAN GILLESPIE**

NOTES

- 1 You can choose to agree to all of the Resolutions or none of them, but you cannot agree to only some of them. If you agree to the Resolutions being passed, please indicate your agreement by signing and dating this document where indicated above and return it to the Company using one of the following methods:
 - **By Hand or post:** delivering the signed copy to Joelson LLP, 2 Marylebone Road, London NW1 4DF (FAO: Daniel Burke).
 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to daniel.b@joelsonlaw.com. Please enter "Written resolutions of Symplicity Foods Limited" in the e-mail subject box.
 - **Electronic Signature:** by signing electronically, including but not limited to, DocuSign.
- 2 You or someone acting on your behalf ("**proxy**") may signify your agreement to this document. If you are using a proxy then please follow the procedure below:
 - (a) your proxy must sign, date and print your name beneath the signature; and
 - (b) along with a copy of the signed document, please send a certified copy of the relevant power of attorney or authority when returning this document.
- 3 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.
- 4 Once you have indicated your agreement to any of the Resolutions, you may not revoke your agreement.
- 5 Where by 28 days after the Circulation date insufficient agreement has been received for the Resolutions to pass, the Resolutions will lapse.