

Company no. 09364895

The Companies Act 2006

Private company limited by shares

Written resolutions

of

Simplycook Limited

11/9/17 2017 (the "Circulation Date")

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

Ordinary Resolution:

1. That, subject to the passing of resolution 2 below, the directors of the Company be and they are unconditionally authorised pursuant to Section 551, Companies Act 2006 (the "**Act**") to exercise all powers of the Company to allot, or to grant any right to subscribe for or to convert any security into, shares in the Company up to an aggregate nominal amount of £0.1294. This authority shall expire on 26 January 2027 unless previously revoked, varied or extended save that the directors may, notwithstanding such expiry, allot any shares or grant any right to subscribe for, or to convert any security into, shares in pursuance of an offer or agreement to do so made by the Company before this authority expires.


Special Resolution:

2. That, subject to the passing of resolutions 1 and 2 above and in accordance with section 570 of the Act and the articles of association of the Company, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 1 above, as if section 561(1) of the Act or any other restrictions as to pre-emption provisions did not apply to such allotment and any rights of pre-emption in connection therewith are hereby waived.

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:


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Oliver Ashness


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James Davies

11/9/17
.....
Date

11/9/17
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Date

SATURDAY



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23/09/2017
COMPANIES HOUSE

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Private company limited by shares
Written resolutions
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Simplycook Limited

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Special Resolution:

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James Davies

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Date

Jonathan James Jones

Johnathan James

Richard Jones

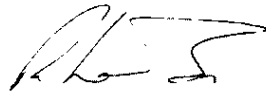
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11/9/17

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Johnathan James

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Date



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Richard Jones

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Date

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for and on behalf of
Episode 1

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Date

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Hariharan Ramamurthy

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Spencer Hyman

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Johnathan Wolf

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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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Richard Ashness

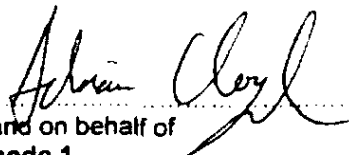
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Dena Ashness

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Episode 1

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Dena Ashness

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For and on behalf of
WCS Nominees Limited

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Date



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Nicole Ramroop, Director of the General
Partner, Maxfield Capital Partners, For and on
behalf of
Maxfield Capital Fund 1, L.P.

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11/9/17
Date

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

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Date

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James Simmonds

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Date

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Laura Pignatelli

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Date

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Patrick Earle & Fiona Bateson

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Date

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James Steggles

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for and on behalf of
Maxfield SC SP

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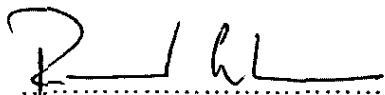
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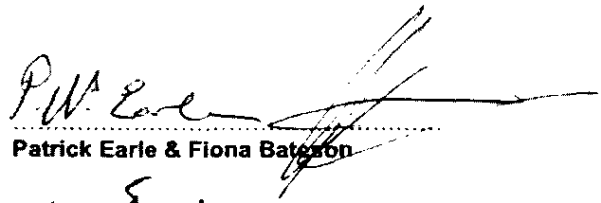
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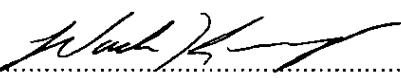
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