

**WRITTEN RESOLUTIONS OF
SHAREHOLDERS OF SHEEP INCLUDED LIMITED
COMPANY NUMBER 11226906 (THE "COMPANY")
A PRIVATE COMPANY LIMITED BY SHARES**

DATE: 20 December 2022

Pursuant to Part 13, Chapter 2 of the Companies Act 2006 ("**Act**"), the directors of the Company propose that resolution one be passed as special resolution and resolutions two and three be passed as ordinary resolutions (together the "**Resolutions**"). The undersigned agree that these Resolutions will for all purposes be valid and effective as if they had been passed at a general meeting of the Company duly convened and held.

RECORDAL

It is recorded that:

- the Company entered into an investment agreement ("**Agreement**") with new and existing investors in terms of which, among other things, the Company converted a number of convertible loan agreements;
- the shareholders passed a resolution authorising the issue and allotment of shares under the Agreement, however the relevant resolution did not take into account the "ASA Shares" (as defined in the Agreement) amounting to 32,894 A Ordinary Shares to be issued to David Furby ("**Subscriber**");
- In addition to the foregoing, and as a separate obligation, the Company wishes to adopt a new set of articles ("**New Articles**"), a draft of which has previously been shared with each member.

PART 1 - RESOLUTIONS

SPECIAL RESOLUTIONS

1. **"It is resolved as a special resolution that**, the provisions of Section 561 of the Act and the pre-emption rights under the current articles of association of the Company shall not apply, along with any other pre-emptive rights of the members, to the issue of the ASA Shares of £0.0001 each in the capital of the company up to a maximum aggregate nominal amount of £3.2894 (in addition to the existing share capital of the Company) provided such allotment shall take place within five years of these resolutions.
2. **"It is resolved as a special resolution that**, in accordance with section 21(1) of the Act, the New Articles attached to these Resolutions be and hereby are approved and adopted as at the date of these Resolutions as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company."

ORDINARY RESOLUTIONS

3. **"It is resolved as an ordinary resolution that**, subject to the passing of Resolution 1 above, the directors are generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot such shares and/or grant rights to subscribe for such shares up to a maximum aggregate nominal amount of £3.2894 (in addition to the existing share capital of the Company), provided that the authority granted under this resolution relating to the ASA Shares shall, unless renewed, expire on the fifth anniversary of these resolutions.

This authority supplements all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities."

4. **"It is resolved as an ordinary resolution that,** any one or more of the directors of the Company be and is/are hereby authorised, on behalf of the Company, to sign all such instruments and other documents, take all such other steps and perform all such other acts as he regards as necessary or appropriate to give effect to special and ordinary resolutions set out above, and insofar as he has done any of the foregoing before the adoption of these resolutions, such action/s be and is/are hereby ratified."

PART 2 – INVESTOR CONSENT

We, the undersigned, representing the Investor Majority holding between us at least 50 per cent of the A Ordinary Shares and Ordinary Shares hereby irrevocably consent for the purposes of the articles of association of the Company and for all other purposes whatsoever to:

- (a) the above resolutions;
- (b) the adoption of the New Articles; and
- (c) without prejudice to the specific consents above, to any and all other matters ancillary, necessary or (in the opinion of the Directors, acting reasonably) desirable in connection with the matters contemplated by the Agreement and/or the Resolutions and in respect of which our consent is required (whether under the Agreement, the articles of association of the Company or otherwise) in order to effect the above matters.

AGREEMENT

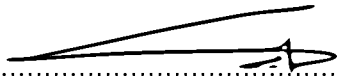
Please read the notes at the end of this document before signifying your agreement to the Resolutions and Investor Consent.

We, the undersigned, being the persons entitled to vote on the Resolutions as at the date of these Resolutions, hereby irrevocably approve, agree and consent to the Resolutions and the Investor Consent.

SIGNATURE PAGE TO FOLLOW

Please sign below:

SIGNED by Edzard van der Wyck



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SIGNED by Michael Wessely

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SIGNED by HEKDO s.a.

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SIGNED by HFB SAS

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SIGNED by Movement Trading B.V.

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SIGNED by FPCI Eutopia II

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SIGNED by Horus B.V.

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SIGNED by David Furby

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SIGNED by Gavin Erasmus

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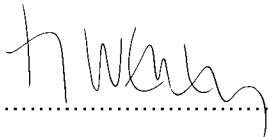
SIGNED by The New Zealand Merino Company
Limited

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Please sign below:

SIGNED by Edzard van der Wyck

SIGNED by Michael Wessely



SIGNED by HEKDO s.a.

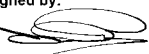
SIGNED by HFB SAS

SIGNED by Movement Trading B.V.

SIGNED by FPCI Eutopia II

SIGNED by Horus B.V.

SIGNED by David Furby

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SIGNED by Gavin Erasmus

SIGNED by The New Zealand Merino Company
Limited

Please sign below:

SIGNED by Edzard van der Wyck

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SIGNED by Michael Wessely

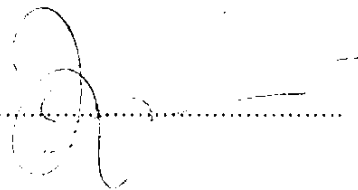
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SIGNED by HEKDO s.a.

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SIGNED by HFB SAS

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SIGNED by Movement Trading B.V.

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SIGNED by FPCI Eutopia II

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SIGNED by Horus B.V.

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SIGNED by David Furby

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SIGNED by Gavin Erasmus

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SIGNED by The New Zealand Merino Company
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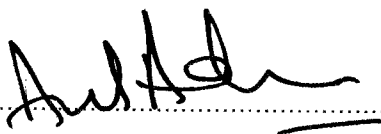
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SIGNED by David Furby

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SIGNED by Gavin Erasmus

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SIGNED by The New Zealand Merino Company
Limited

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SIGNED by Michael Wessely


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SIGNED by HFB SAS

SIGNED by Movement Trading B.V.

SIGNED by FPCI Eutopia II

SIGNED by Horus B.V.


PHH de Groot

SIGNED by David Furby

SIGNED by Gavin Erasmus

SIGNED by The New Zealand Merino Company
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