

SHEEP INCLUDED LIMITED

COMPANY NUMBER 11226906 (THE "COMPANY")

**AMENDMENT TO THE INVESTMENT AGREEMENT ("IA")
DATED 22 DECEMBER 2022 (THE "IA AMENDMENT")**

AND

**WRITTEN RESOLUTIONS OF
SHAREHOLDERS**

9 November 2023

BACKGROUND

- the Company, and each shareholder of the Company, entered into a written investment agreement ("**IA**") dated 22 December 2022 in terms of which, inter alia, the Company was authorized to allot and issue up to 5,000,000 A ordinary shares ("**Additional New Shares**") as part of additional closures to take place on or before 22 December 2023.
- The Company wishes to (i) amend the IA to include, within the definition of Additional New Shares, a new class of B ordinary shares; and (ii) adopt new articles of association in terms of which the details of the B ordinary shares are set out ("**New Articles**"); and (iii) approve the issuance and allotment of A ordinary shares and B ordinary shares as Additional Shares.
- The Company further wishes to grant to the Founders (as defined in the IA) additional options over ordinary shares from its Option Pool to the value of up to £20,000.00 each, to be granted at a value of £0.57 per option share. Such option shall fully vest and be exercisable immediately upon grant at an exercise price of £0.001 per option share. Pursuant to the amendment letter to the IA dated 24 February 2023 ("**Amendment Letter**"), such grant of options requires the consent of at least 75% of the A Ordinary Shareholders (as defined in the company's articles of association).

PART 1 - CONSENT

In consideration for (i) the mutual obligation of each party to the other; and (ii) the payment of £0.1 by each shareholder to each of the other shareholders and the Company, and from the Company to each shareholder (such amount hereby agreed to be sufficient consideration and deemed paid and received by each such shareholder and the Company), we the undersigned representing at least 85% of the Equity Shares (as defined in the IA) of the Company along with the Company (for the purposes of Consent 1 below) and at least 75% of the A ordinary shares (for the purposes of Consent 2 below) **HEREBY IRREVOCABLY AGREE AND CONSENT:**

1. for the purpose of clause 22.1 of the IA and for any other purposes whatsoever to the following amendments to the IA (which shall take retrospective effect from 22 December 2022):

Definition of "Additional New Shares" in clause 1.1 of the IA shall be deleted in its entirety and replaced with the following:

"Additional New Shares: means up to 5,000,000 additional Shares to be subscribed by one or more Additional Investors at a price of at least £0.57 per share pursuant to clause 5.1."

A new definition for "B Ordinary Shares" in clause 1.1 of the IA shall be inserted and shall read as follows:

"B Ordinary Shares: means B ordinary shares of £0.0001 each in the capital of the Company from time to time having the rights set out in the Articles."

Definition of "Shares" in clause 1.1 of the IA shall be deleted in its entirety and replaced with the following:

"Shares: means the A Ordinary Shares, B Ordinary Shares and the Ordinary Shares."

- 2 for the purposes of paragraph 4 of the Amendment Letter, to the Company being authorised to grant options to each of Michael Wessely and Edzard van de Wyck options from its Option Pool to the value of up to £20,000.00, to be granted at a value of £0.57 per option share. Such option shall fully vest and be exercisable immediately upon grant at an exercise price of £0.001 per option share.

RESOLUTIONS

Pursuant to Part 13, Chapter 2 of the Companies Act 2006 ("Act"), the directors of the Company propose that resolution 1 to 3 (inclusive) be passed as special resolutions and resolutions 4 and 5 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.

SPECIAL RESOLUTIONS

1. **"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."
2. **"It is resolved as a special resolution that**, subject to the passing of resolution 1 above, the creation of a new class of shares in the capital of the Company being the B Ordinary Shares of £0.0001 each be created in the share capital of the Company with such rights as more detailed in the New Articles".
3. **"It is resolved as a special resolution that**, the provisions of Section 561 of the Act and the pre-emption rights under the current and New Articles of association of the Company and the IA (as amended) shall not apply, along with any other pre-emptive rights of the members, to (i) the issue of A ordinary shares of £0.0001 each and B ordinary shares of £0.0001 each in the capital of the company (**"Additional New Shares"**) up to a maximum aggregate nominal amount of £285.2991 (in addition to the existing share capital of the Company) provided such allotment shall take place on or before 22 December 2023.

ORDINARY RESOLUTIONS

4. **"It is resolved as an ordinary resolution that**, subject to the passing of Resolution 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 (i) allot such shares and/or grant rights to subscribe for such shares up to a maximum aggregate nominal amount of £285.2991 (in addition to the existing share capital of the Company), provided that:
 - a. the authority granted under this resolution relating to the Additional New Shares shall, unless renewed, expire on 22 December 2023;
 - b. the directors of the Company may, before such expiry under paragraph (a) above of this resolution, make an offer or agreement which would or might require shares to be allotted or rights to be granted after such expiry and the directors may allot shares or grant rights pursuant to such offer or agreement as if this authority had not expired.

This authority supplements and is in addition to all unexercised authorities previously granted to the directors."
5. **"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."

AGREEMENT

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

SIGNATURE PAGE TO FOLLOW

Please sign below:

SIGNED by Edzard van der Wyck

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Edzard van der Wyck
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SIGNED by Michael Wessely

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Michael Wessely
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SIGNED by Gavin Erasmus

DocuSigned by:
Gavin Erasmus
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SIGNED by an authorised signatory for and on behalf of Movement Trading B.V.

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SIGNED by David Furby

DocuSigned by:
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SIGNED by an authorised signatory for and on behalf of FPCI Eutopia II

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SIGNED by an authorised signatory for and on behalf of HFB SAS

DocuSigned by:
Frédéric Biousse
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Frédéric Biousse

SIGNED by an authorised signatory for and on behalf of HEKDO s.a.

DocuSigned by:
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249D4F1D3F97471...
Elie Kouby

SIGNED by an authorised signatory for and on behalf of Horus B.V.

DocuSigned by:
Patrick de Groot
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Patrick de Groot

SIGNED by Otto van der Wyck

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Please sign below:

SIGNED by Edzard van der Wyck

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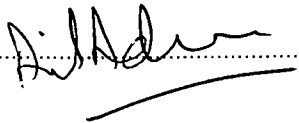
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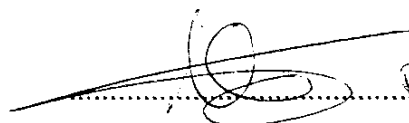
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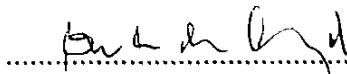
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behalf of Horus B.V.

 P.H.M. de Jooat

SIGNED by Otto van der Wyck



SIGNED by an authorised signatory for and on behalf of Ross Venture Trust

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Geoff Ross
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Geoff Ross

SIGNED by Alexander Lewis

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Alexander Lewis
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Michael Sackler
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SIGNED by an authorised signatory for and on behalf of UK FF Nominees Limited

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Derek John Lovelock
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SIGNED by Sharon Wyler

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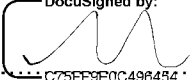
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Dr. Alexander Lindemann

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behalf of GIVC Tech III Limited

SIGNED by Omarama Station

SIGNED by an authorised signatory for and on
behalf of Middlehurst Pastoral Ltd.

SIGNED by Andrew Shapin

SIGNED by Robin Klein

SIGNED by an authorised signatory for and on
behalf of Robert H. Keve 2020 Delaware Trust

SIGNED by Ciaran McClellan

SIGNED by an authorised signatory for and on
behalf of TMT Novel Ventures

SIGNED by Clive Beharrell

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behalf of BBD Perfect Storm (London) Limited

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Ciaran McClellan

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Jason Foo

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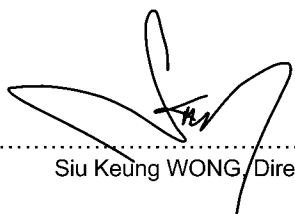
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Rob Keve


SIGNED by Ciaran McClellan

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Siu Keung WONG / Director

SIGNED by Clive Beharrell

SIGNED by an authorised signatory for and on behalf of BBD Perfect Storm (London) Limited



SIGNED by Mark Adams

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Mark Adams
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SIGNED by Seedrs Nominees Limited

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SIGNED by Nicholas Paine

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behalf of The New Zealand Merino Company
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behalf of Sheep Included Ltd

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Jasmine Lynn

SIGNED by Andy Sloan

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Peter Floris

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Edzard van der wyck

NOTES

- 1 You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions.
- 2 If you agree to all of the resolutions, please indicate your agreement by electronically signing this document.
- 3 If you do not agree to the resolution 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 the resolution, you may not revoke your agreement.
- 5 Unless within 28 days of the above date, sufficient agreement is received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.
- 6 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.
- 7 This resolution may be executed in any number of counterparts, and by the members on separate counterparts, each of which when so executed will constitute an original but all of which together will evidence the same resolution. The members consent to the execution of this resolution by electronic signature and agree that copies of executed counterparts of this resolution may be retained in electronic form, which shall constitute an original of this resolution and may be relied upon as evidence of this resolution.