

**THE COMPANIES ACT 2006**

**THE COOKAWAY LIMITED**

**Company Number: 11570053**

**COPY**

**WRITTEN RESOLUTIONS**

Passed pursuant to the provisions of Chapter 2, Part 13 of the Companies Act 2006 (**Act**)

On 9th June 2023

**ORDINARY RESOLUTIONS**

- 1 **THAT**, 13,924 ordinary shares of £0.0001 each in the capital of the Company be redesignated as 13,294 deferred ordinary shares of £0.0001 each in the capital of the Company having the rights set out in the new articles of association (**New Articles**) to be adopted pursuant to resolution 3.
- 2 **THAT**, the directors are generally and unconditionally authorised for the purposes of s551 of the Act and article 9 of the Company's articles of association (**Articles**) to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company on and subject to such terms as the directors may determine, provided that:
  - (a) the maximum aggregate nominal amount of shares that may be allotted under this authority is limited to £40.2520; and
  - (b) (unless previously revoked, varied or renewed by the Company) this authority will expire 5 years from the Circulation Date, save that the directors may, before this authority expires, make offers or agreements which would or might require shares in the Company to be allotted, or rights to subscribe for or convert securities into shares to be granted, after its expiry and the directors may allot shares or grant rights to subscribe for or convert securities into shares pursuant to such offers or agreements as if this authority had not expired.

This authority replaces all subsisting authorities previously given to the directors for the purposes of s551 of the Act, which, to the extent unused at the date of this resolution, are revoked with immediate effect, without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made under such authorities.

**SPECIAL RESOLUTIONS**

- 3 **THAT**, the New Articles attached hereto be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing Articles.
- 4 **THAT**, in accordance with s570 of the Act, the directors are given the power to allot equity securities (as defined in s560 of the Act) of the Company pursuant to the authority conferred by that resolution as if article 11.3 of the Articles did not apply to any such allotment, provided that:

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- (a) this power is limited to the allotment of equity securities up to a maximum aggregate nominal amount of £40.2520; and
- (b) (unless previously revoked, varied or renewed by the Company) this power will expire on the date that is 5 years from the Circulation Date, save that the directors may, before this power expires, make offers or agreements which would or might require equity securities to be allotted after its expiry and the directors may allot equity securities pursuant to such offers or agreements as if this power had not expired.

This power replaces all subsisting powers previously given to the directors for the purposes of s570 of the Act, which, to the extent unused at the date of this resolution, are revoked with immediate effect, without prejudice to any allotment of equity securities already made, offered or agreed to be made under any such power.

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Director