

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

PRINT OF RESOLUTIONS

of

RAPID NUTRITION PLC

(the "Company")

(Passed on 9 December 2022)

At a general meeting of the Company duly convened and held on the above date, the following resolutions were passed as ordinary and special resolutions respectively:

ORDINARY RESOLUTIONS

1. **THAT**, subject to the passing of Resolution 4:
 - 1.1 with effect from 7:00 am (UK time) on the second full business day after this resolution is passed, each of the issued and unissued ordinary shares of £0.01 each in the share capital of the Company ("Existing Ordinary Share") be subdivided into one ordinary share of £0.0001 each ("New Ordinary Share") and one deferred share of £0.0099 each ("New Deferred Share");
 - 1.2 the New Ordinary Shares have the same rights and be subject to the same restrictions (save as to nominal value) as the Existing Ordinary Shares as set out in the amended articles of association of the Company as approved and adopted by Resolution 4 below; and
 - 1.3 the New Deferred Shares have the same rights and be subject to the same restrictions (save as to nominal value) as the Existing Deferred Shares as set out in the amended articles of association of the Company as approved and adopted by Resolution 2 below.
2. **THAT:**
 - 2.1 the directors of the Company are generally and unconditionally authorised under section 551 of the Companies Act 2006 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 ("Rights") up to an aggregate nominal amount of £350,000;
 - 2.2 such authority shall expire (unless previously revoked by the Company) on 31 December 2023. 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 after the authority has expired and the directors may allot shares or grant Rights in pursuance of any such offer or agreement notwithstanding that this authority has expired; and
 - 2.3 all previous authorities to allot shares or grant Rights, to the extent unused, are revoked.

SPECIAL RESOLUTIONS

3. THAT:

- 3.1 subject to and conditional on the passing of resolution 2, the directors of the Company shall have the power to allot equity securities (within the meaning of section 560 of the Companies Act 2006) for cash under the authority conferred by resolution 2 as if section 561 of the Companies Act 2006 did not apply to the allotment;
- 3.2 this power shall expire when the authority given by resolution 2 is revoked or expires but the Company may before expiry of this power make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of that offer or agreement notwithstanding that the power has expired; and
- 3.3 this power applies in relation to a sale of treasury shares which constitutes an allotment of equity securities by virtue of section 560(3) of the Companies Act 2006 as if the words "under the authority conferred by resolution 2" were omitted from the introductory wording to resolution 3.1.

4. THAT:

- 4.1 new articles of association of the Company in the form produced at the meeting are approved and adopted as the new articles of association of the Company in substitution for, and to the exclusion of, all existing articles of association of the Company.

5. THAT:

- 5.1 the Company be, and it is hereby, generally and unconditionally authorised for the purpose of sections 693 and 701 of the Companies Act 2006 to make one or more market purchases (within the meaning of section 693(4) of the Companies Act 2006) of New Ordinary Shares upon such terms and in such manner as the directors of the Company shall determine, provided that:
- 5.1.1 the maximum aggregate number of New Ordinary Shares authorised to be purchased is 326,520,594;
- 5.1.2 the minimum price which may be paid for such New Ordinary Shares is £0.0001 per share (exclusive of expenses);
- 5.1.3 the maximum price (exclusive of expenses) which may be paid for a New Ordinary Share cannot be more than an amount equal to 105 per cent of the average market value of the New Ordinary Shares for the five business days immediately prior to the day the purchase is made;
- 5.1.4 unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company;
- 5.1.5 the Company may make a contract or contracts to purchase ordinary shares under this authority prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract or contract.

Signed



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For and on behalf of Elemental Company Secretary Limited
Company Secretary