

Company Number: 07905640

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

PRINT OF RESOLUTIONS
of
RAPID NUTRITION PLC
(the "Company")

(Passed on 11 January 2024)

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 12 January 2024 (or, in the event of any adjournment, the second business day after this Resolution is passed, taking the date of passing as the date in the location of where the general meeting is held), every 1,000 issued and unissued ordinary shares of £0.0001 each in the share capital of the Company ("**Original Ordinary Shares**") be consolidated into one ordinary share of £0.10 each, and each such consolidated share shall then immediately be sub-divided into one ordinary share of £0.0001 ("**New Ordinary Share**") and one deferred share of £0.0999 each ("**New Deferred Share**");
 - 1.2 the New Deferred Shares will have the same rights and be subject to the same restrictions (save as to nominal value) as the existing deferred shares of £0.99 each and the existing deferred shares of £0.0099 each as set out in the amended articles of association of the Company as approved and adopted by Resolution 4 below;
 - 1.3 the aggregate number of New Ordinary Shares and New Deferred Shares to which a member shall be entitled shall be rounded down to the nearest whole number of New Ordinary Shares and New Deferred Shares (or, as the case may be, nil) and any fraction of a New Ordinary Share and New Deferred Share to which a member of the Company would otherwise have been entitled shall, so far as practicable, be aggregated with the fractions of a New Ordinary Share and a New Deferred Share to which other members of the Company would otherwise have been entitled;
 - 1.4 the directors of the Company be and are authorised and entitled, should they choose, to sell (or appoint any other person to sell), on behalf of relevant members of the Company, all the New Ordinary Shares representing fractional entitlements arising as a result of the share capital reorganisation, at such price as the directors shall reasonably determine, to the Company or a third party and to retain the proceeds of sale for the benefit of the Company and any director (or any person appointed by the directors) be authorised to execute and deliver instruments or instructions of transfer and to do any and all acts and things and make any and all arrangements as such director (or person appointed by the directors) considers necessary, expedient or appropriate to effect the transfer, settlement and/or disposal of such shares; and

1.5 all the New Deferred Shares representing fractional entitlements arising as a result of the share capital reorganisation and any New Ordinary Shares not sold pursuant to this Resolution, shall be held by the Company.

2 THAT:

2.1 the directors of the Company be 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 £3,500;

2.2 such authority shall expire (unless previously revoked by the Company) on the earlier of the conclusion of the Annual General Meeting of the Company at which the Company's annual accounts for the financial period ended 31 December 2024 are presented, and 30 June 2025. 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, shall be 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 be 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.

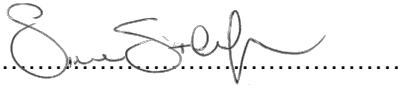
5. THAT:

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 ordinary shares of £0.0001 each in the capital of the Company upon such terms and in such manner as the directors of the Company shall determine, provided that:

5.2 the maximum aggregate number of ordinary shares authorised to be purchased is 808,979;

- 5.3 minimum price which may be paid for such ordinary shares is £0.0001 per share (exclusive of expenses);
- 5.4 the maximum price (exclusive of expenses) which may be paid for an ordinary share cannot be more than an amount equal to 105 per cent of the average market value of the ordinary shares for the five business days immediately prior to the day the purchase is made;
- 5.5 unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company at which the Company's annual accounts for the financial period ended 31 December 2024 are presented, or 30 June 2025, whichever is earlier; and
- 5.6 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 contracts.

Signed

A handwritten signature in black ink, appearing to read 'Simon St Ledger', written over a horizontal dotted line.

Simon St Ledger
Chairman