

Company Number: 11343162

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION OF**

**FITBAKES LTD (the "Company")**

**CIRCULATION DATE:** 10 December

**2021**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("CA 2006"), the directors of the Company ("the Directors") hereby propose that the following resolutions be passed (the "Resolutions"):

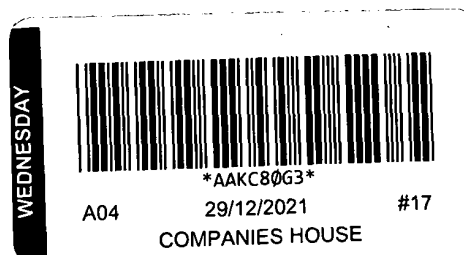
**ORDINARY RESOLUTION**

1. **THAT**, pursuant to section 618 of the CA 2006, the entire issued share capital of the Company (being 12,286 ordinary shares of £0.01 each) be subdivided into 1,228,600 ordinary shares of £0.0001 each in the capital of the Company.
2. **THAT**, in accordance with section 550 of the CA 2006 the Directors of the Company be generally and unconditionally authorised to allot 231,472 ordinary shares of £0.0001 each in the capital of the Company up to an aggregate nominal amount of £23.1472 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 10 November 2026.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of rights already made or offered or agreed to be made pursuant to such authorities.

**SPECIAL RESOLUTIONS**

3. **THAT**, subject to the passing of Resolution 2 and in accordance with section 569 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by Resolution 2 as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:



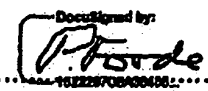
- a. be limited to the allotment of equity securities up to an aggregate nominal amount of £23.1472; and
  - b. expire on 10 November 2026 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution has expired.
4. **THAT**, the articles initialled "A" attached hereto be adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association of the Company.

# **AGREEMENT**

The undersigned, being the only persons entitled to vote on the Resolution on the circulation date stated above, hereby irrevocably agree to the Resolution.

  
.....  
**Manoela Rauen-Prestes**

10/12/2021  
.....  
**Date**

DocuSigned by:  
  
.....  
**A director for and on behalf of**  
**Black Cedar Limited (CRN: 03063577)**

10/12/2021  
.....  
**Date**

## NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

**By Hand:** delivering the signed copy to the Company's registered office.

**Post:** returning the signed copy by post to the Company's registered office.

**E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [medwards@hclaw.com](mailto:medwards@hclaw.com). Please enter "Written Resolution" in the e-mail subject box.

If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, prior to 28 days from the date of the Resolutions, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. 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 when returning this document.