

Company number: **13564409**

## **ORDINARY AND SPECIAL RESOLUTIONS**

**OF**

**Fruugo PLC (the Company)**

Passed on 29 June 2023

At an annual general meeting of the Company duly convened and held at The Workshop, The Bonded Warehouse, 18 Lower Byrom Street, Manchester, M3 4AP at 9:30am on 29 June 2023, the following resolutions were duly passed as special resolutions (numbered as set out in the notice convening the annual general meeting):

### **SPECIAL RESOLUTIONS**

To consider and, if thought fit, to pass the following resolutions as special resolutions:

4. That, pursuant to section 570 of the Act, the directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the Act) for cash as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:
  - a. equity securities (as defined in section 560 of the Act) in connection with an offer or issue by way of rights:
    - i. to holders of ordinary shares in proportion (as nearly as may be) to the respective number of ordinary shares deemed to be held by them; and
    - ii. to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and

- b. the allotment of equity securities pursuant up to an aggregate nominal amount of £10,115.06 in relation to Ordinary shares and £62.36 in relation to B Ordinary nonvoting shares.

and (unless previously revoked, varied or renewed) these authorities shall expire on the earlier of fifteen months from the date on which this resolution is passed and the conclusion of the annual general meeting of the Company to be held in 2024, save that the Company may make an offer or agreement before the power conferred by this resolution expires which would or might require equity securities to be allotted for cash after this power expires and the directors may allot equity securities for cash pursuant to any such offer or agreement as if this power had not expired.

5. That, pursuant to section 570 of the Act, the directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the Act) for cash as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be:

- a. limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £10,115.06 in relation to Ordinary shares and £62.36 in relation to B Ordinary non-voting shares.
- b. used only for the purposes of financing (or refinancing if the authority is to be used within six months after the original transaction) a transaction which the directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the PreEmption Group prior to the date of this notice,

and (unless previously revoked, varied or renewed) this authority shall expire on the earlier of fifteen months from the date on which this resolution is passed and the conclusion of the annual general meeting of the Company to be held in 2024, save that the Company may make an offer or agreement before the power conferred by this resolution expires which would or might require equity securities to be allotted for cash after this power expires and the directors may allot equity securities for cash pursuant to any such offer or agreement as if this power had not expired.

BY ORDER OF THE BOARD



**Almond + Co**

**Company Secretary**