ACTION BY UNANIMOUS WRITTEN CONSENT
IN LIEU OF THE ORGANIZATIONAL MEETING
OF THE BOARD OF DIRECTORS
OF
VEGRIDDY INC.

The undersigned, constituting all of the members of the Board of Directors (the "***Board***") of **VEGRIDDY INC.** , a Delaware corporation (the "***Company***"), pursuant to Section 141(f) of the Delaware General Corporation Law, adopt the following resolutions by unanimous written consent:

APPOINTMENT OF DIRECTORS

RESOLVED, that the authorized number of directors shall initially be set at three (3) and the Action by Written Consent of Sole Incorporator attached as **Exhibit A** appointing the Company's initial directors is ratified and approved.

CERTIFICATE OF INCORPORATION

RESOLVED, that the Certificate of Incorporation of the Company filed with the Delaware Secretary of State on January 13, 2026 is ratified and affirmed.

ELECTION OF OFFICERS

RESOLVED, that the following persons are appointed as officers of the Company, to the offices set forth opposite such person's name, to serve at the pleasure of the Board:

President, Chief Executive Officer Thomas Mboya Ogutu

Secretary Clement Aboge

ADOPTION OF BYLAWS

RESOLVED, that the Bylaws attached as **Exhibit B** are adopted as the Bylaws of and for the Company; and

RESOLVED FURTHER, that the Secretary of the Company is authorized and directed to execute a Certificate of Secretary regarding the adoption of the Bylaws, to insert the Bylaws in the Company's Minute

Book and to see that a copy of the Bylaws is kept at the Company's principal office, as required by law.

EMPLOYER TAX IDENTIFICATION NUMBER

RESOLVED, that the appropriate officers of the Company are authorized and are directed to cause the Company to apply to the Internal Revenue Service for an Employer Identification Number on Form SS-4.

WITHHOLDING TAXES

RESOLVED, that the officers of the Company are authorized and directed to consult with the bookkeeper, auditors and attorneys of the Company in order to be fully informed as to, and to collect and pay promptly when due, all withholding taxes for which the Company may now be (or hereafter become) liable.

STATEMENT BY FOREIGN CORPORATION

RESOLVED , that the Company be qualified to do business in any jurisdiction that the Board of the Company may deem from time to time to be necessary to be so qualified and that the officers of the Company be, and they hereby are, authorized and empowered to execute and file, in the name of and on behalf of the Company, with the Secretary of State (or any comparable governmental authority) of such jurisdictions any and all documents, certificates or the like necessary to effect such qualification of the Company as a foreign corporation in such jurisdiction.

DESIGNATION OF DEPOSITARY

RESOLVED, that the Chief Executive Officer, the President and any other officers of the Company so designated by the Chief Executive Officer or President are authorized:

(a) To designate one or more banks or similar financial institutions as depositories of the funds of the Company;

(b) To open, maintain and close general and special accounts with any such depositories;

(c) To cause to be deposited, from time to time, in such accounts with any such depository, such funds of the Company as such officers deem necessary or advisable, and to designate or change the designation of the officer or officers or agent or agents of the

Company authorized to make such deposits and to endorse checks, drafts and other instruments for deposit;

(d) To designate, change or revoke the designation, from time to time, of the officer or officers or agent or agents of the Company authorized to sign or countersign checks, drafts or other orders for the payment of money issued in the name of the Company against any funds deposited in any of such accounts;

(e) To authorize the use of facsimile signatures for the signing or countersigning of checks, drafts or other orders for the payment of money, and to enter into such agreements as banks and similar financial institutions customarily require as a condition for permitting the use of facsimile signatures; and

(f) To make such general and special rules and regulations with respect to such accounts as they may deem necessary or advisable, and to complete, execute and certify any customary printed blank signature card forms in order to exercise conveniently the authority granted by this resolution and any resolutions printed on such cards are deemed adopted as a part of this resolution.

RESOLVED FURTHER, that all form resolutions required by any such depository are adopted in such form used by such depository, and that the Secretary is (i) authorized to certify such resolutions as having been adopted by this Unanimous Written Consent and (ii) directed to insert a copy of any such form resolutions in the Minute Book immediately following this Unanimous Written Consent; and

RESOLVED FURTHER, that any such depository to which a certified copy of these resolutions has been delivered by the Secretary of the Company is authorized and entitled to rely upon such resolutions for all purposes until it shall have received written notice of the revocation or amendment of these resolutions adopted by the Board.

FISCAL YEAR

RESOLVED, that the fiscal year of the Company shall end on the 31st day of the month of December of each year.

PRINCIPAL OFFICE

RESOLVED, that the principal executive office of the Company shall be at 7760 Amberdale Lane, Frisco TX, 75034 United States.

MANAGEMENT POWERS

RESOLVED, that the officers of the Company are authorized to sign and execute in the name and on behalf of the Company all applications, contracts, leases and other deeds and documents or instruments in writing of whatsoever nature that may be required in the ordinary course of business of the Company and that may be necessary to secure for operation of the corporate affairs, governmental permits and licenses for, and incidental to, the lawful operations of the business of the Company, and to do such acts and things as such officers deem necessary or advisable to fulfill such legal requirements as are applicable to the Company and its business.

STOCK CERTIFICATES

RESOLVED, that the stock certificates representing Common Stock of the Company be in substantially the form of Stock Certificate as determined by the Secretary of the Company; that each such Certificate shall bear the name of the Company, the number of shares represented thereby, the name of the owner of such shares and the date such shares were issued; and

RESOLVED FURTHER, that such Stock Certificates shall be consecutively numbered beginning with No. 1; shall be issued only when the signature or signatures of any two officers of the Company (which may be the same person) are affixed thereto; and that such Certificates may also bear other wording related to the ownership, issuance and transferability of the shares represented thereby.

SALE OF COMMON STOCK

RESOLVED, that the officers of the Company are authorized and directed, for and on behalf of the Company, to sell and issue an aggregate of 8,500,000 shares of its Common Stock for the aggregate purchase price set forth below, payable by any form of consideration permitted by applicable law, as follows:

Name of Purchaser: Thomas Mboya Ogutu
Number of Shares: 5,355,000
Total Purchase Price: $53.55

Name of Purchaser: Charles Kerich

Number of Shares: 1,139,000
Total Purchase Price: $11.39

Name of Purchaser: Dennis Volemi
Number of Shares: 1,615,000
Total Purchase Price: $16.15

Name of Purchaser: Hannes Bend
Number of Shares: 306,000
Total Purchase Price: $3.06

Name of Purchaser: Clement Aboge
Number of Shares: 85,000
Total Purchase Price: $0.85

RESOLVED FURTHER, that the Board determines, after due consideration of all relevant factors, that the per share purchase price is equal to or in excess of the fair market value of the Company's Common Stock as of the date of this consent;

RESOLVED FURTHER, that the forms of Restricted Stock Purchase Agreement attached as **Exhibits C-1, C-2, C-3, C-4, and C-5** (together with any exhibits thereto) are adopted, ratified and approved;

RESOLVED FURTHER, that the sale and issuance of Common Stock to each of the above-named individuals or entities shall be conditioned upon the receipt by the Company of (a) the purchase price for said stock and (b) an executed Restricted Stock Purchase Agreement, including executed copies of any and all documents attached to the applicable Restricted Stock Purchase Agreement as exhibits; *provided, however,* that the President of the Company is authorized and directed to amend, alter or revise the applicable form of Restricted Stock Purchase Agreement (and any exhibits thereto) as the President, in the President's sole discretion, deems necessary or appropriate to accurately reflect the terms of the contemplated sale of Common Stock to each individual purchaser;

RESOLVED FURTHER, that the shares of Common Stock authorized to be sold and issued by the Company shall be offered and sold in accordance with the terms of the applicable securities laws;

RESOLVED FURTHER, that the President and Secretary of the

Company are authorized and directed, for and on behalf of the Company, to execute a form of notice of such issuance, or any other required filings related to such issuance, and to cause such notice or other required filings, when duly executed, to be filed with the applicable government agencies;

RESOLVED FURTHER, that the shares of Common Stock authorized to be sold and issued by the Company shall be offered and sold in accordance with the terms of the exemption from registration provided by Rule 701 promulgated under the Securities Act of 1933, as amended or Section 4(a)(2) of the Securities Act of 1933, as amended or Rule 506 of the Securities Act of 1933, as amended;

RESOLVED FURTHER, that any shares of Common Stock now or hereafter issued by the Company that are subsequently repurchased by the Company will be immediately retired and resume the status of authorized and unissued shares of the capital stock of the Company in accordance with Section 243 of the DGCL; and

RESOLVED FURTHER, that the officers of the Company are authorized and directed, for and on behalf of the Company, to take such further action and execute such additional documents as each may deem necessary or appropriate to carry out the purposes of the above resolutions.

INDEMNIFICATION AGREEMENT

RESOLVED, that the Indemnification Agreement in substantially the form attached hereto as **EXHIBIT D** (the "***Indemnification Agreement***") is adopted and approved;

RESOLVED FURTHER, that the officers of the Company are authorized to execute and deliver Indemnification Agreements on behalf of the Company with current and future (i) executive officers of the Company and (ii) members of the Board, in each case as determined by the Company, with any changes to such agreements determined by the proper officers of the Company to be desirable, such determination to be conclusively evidenced by such officer's execution and delivery of a definitive Indemnification Agreement, and to take whatever action is deemed necessary to perform the Company's obligations under the Indemnification Agreements; and

RESOLVED FURTHER, that the officers of the Company are authorized and directed to solicit stockholder consent to the adoption of the

form of Indemnification Agreement.

RATIFICATION AND DISCHARGE

RESOLVED, that all prior acts done on behalf of the Company by the sole incorporator or the sole incorporator's agents be, and hereby are, ratified and approved as acts of the Company; and

RESOLVED FURTHER , that the sole incorporator or the sole incorporator's agents be, and the same hereby are, discharged from any further liabilities or duties with respect to the Company and the Company further agrees to indemnify and hold harmless the sole incorporator or the sole incorporator's agents from any liability incurred in the past or the future with respect to organizing the Company.

DELIVERY OF STOCKHOLDER CONSENTS

RESOLVED, that any and all written consents of the stockholders of the Company be delivered in any manner permitted under the Delaware General Corporation Law including, without limitation, by electronic mail, facsimile, or other electronic transmission.

INCORPORATION EXPENSES

RESOLVED, that the officers of the Company are authorized and directed to pay the expenses of the incorporation and organization of the Company.

ADDITIONAL FILINGS

RESOLVED, that the appropriate officers of the Company are authorized and directed, for and on behalf of the Company, to make such filings and applications, to execute and deliver such documents and instruments, and to do such acts and things as such officer deems necessary or advisable in order to obtain such licenses, authorizations and permits as are necessary or desirable for the Company's business, and to fulfill such legal requirements as are applicable to the Company and its business and to complete the organization of the Company.

This Action may be signed in one or more counterparts, each of which shall be deemed an original, and all of which shall constitute one instrument. This Action shall be filed with the minutes of the proceedings of the Board.

[Remainder of page intentionally left blank]

Each of the undersigned has executed this Action by Unanimous Written Consent as of the date set forth under such person's name.

Thomas Mboya Ogutu

Thomas Mboya Ogutu
Date: January 14, 2026

Hannes Bend

Hannes Bend
Date: January 14, 2026

Clement Aboge

Clement Aboge
Date: January 14, 2026

EXHIBIT A
ACTION BY WRITTEN CONSENT OF SOLE INCORPORATOR

EXHIBIT B
BYLAWS

EXHIBIT C-1
FORM OF RESTRICTED STOCK PURCHASE AGREEMENT – THOMAS MBOYA OGUTU

EXHIBIT C-2
FORM OF RESTRICTED STOCK PURCHASE AGREEMENT – CHARLES KERICH

EXHIBIT C-3
FORM OF RESTRICTED STOCK PURCHASE AGREEMENT – DENNIS VOLEMI

EXHIBIT C-4
FORM OF RESTRICTED STOCK PURCHASE AGREEMENT – HANNES BEND

EXHIBIT C-5
FORM OF RESTRICTED STOCK PURCHASE AGREEMENT – CLEMENT ABOGE

EXHIBIT D
FORM OF INDEMNIFICATION AGREEMENT