

**ACTION BY WRITTEN CONSENT
OF THE STOCKHOLDERS OF C2 LABS HOLDINGS, INC.**

The undersigned stockholder(s) of **C2 LABS HOLDINGS, INC.**, a Delaware corporation (the “**Company**”), pursuant to Section 228 of the Delaware General Corporation Law, hereby adopt(s) and approve(s) the following resolutions and the taking of the actions referred to in such resolutions, it being agreed that these resolutions will be effective only after such actions have been approved by the Company’s Board of Directors to the extent that such actions require the approval of the Company’s Board of Directors, provided that such later effectiveness shall not exceed 60 days from the earliest date of delivery of this Action by Written Consent:

APPROVAL OF INDEMNIFICATION AGREEMENTS

RESOLVED, that the Indemnification Agreement in substantially the form attached hereto as **Exhibit A** (the “**Indemnification Agreement**”) is adopted and approved; and

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 Company’s Board of Directors, 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.

The undersigned hereby consent(s) to the foregoing resolutions and directs that this Written Consent be filed with the minutes of the proceedings of the stockholders of the Company and said resolutions shall have the same force and effect as if they were adopted at a meeting at which the undersigned were personally present.

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The undersigned has (have) executed this Action by Written Consent.

Camila Cruz

Camila Cruz, Stockholder

Executed: October 20, 2025

EXHIBIT A
FORM OF INDEMNIFICATION AGREEMENT