

**ACTION BY WRITTEN CONSENT OF
SOLE INCORPORATOR OF
C2 LABS HOLDINGS, INC.**

The undersigned, being the sole incorporator of C2 Labs Holdings, Inc., a Delaware corporation (the “**Company**”), pursuant to Section 108 of the Delaware General Corporation Law, adopts the following resolution by written consent:

APPOINTMENT OF DIRECTORS; RESIGNATION OF INCORPORATOR

RESOLVED, that, effective as of this date, each of the following person(s) is (are) appointed as the (an) initial director of the Company to serve until the earliest of (i) the Company’s first annual meeting of stockholders, (ii) the due election and qualification of such director’s successor and (iii) such director’s death, resignation or removal:

Camila Cruz

RESOLVED FURTHER, that, effective as of this date, the undersigned hereby resigns as the sole incorporator of the Company, and the powers and duties of the undersigned sole incorporator be, and they hereby are, terminated.

The undersigned has executed this Action by Written Consent as of October 20, 2025.

Camila Cruz

Camila Cruz, Sole Incorporator