

At a General Meeting of Kay's Atlas Brewery Public Limited Company ("Company")

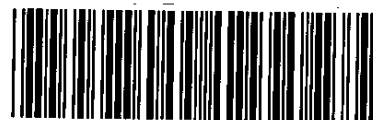
held at Unicorn Brewery, Stockport, SK1 1JJ

on Tuesday, 16 October 2018 at 10.30 a.m.

the following resolutions were passed as special resolutions:-

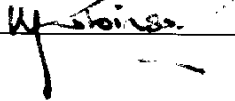
1. THAT the Company be re-registered as a private limited company under the Companies Act 2006 ("**Act**") with the name of Kay's Atlas Brewery Limited.
2. THAT
 - 2.1 the Company's existing articles of association ("**Existing Articles**") be amended by deleting all the provisions of the Company's memorandum of association which, by virtue of section 28 of the Act, are to be treated as provisions of the Existing Articles; and
 - 2.2 the Articles of Association produced to this meeting and initialled by the Chairman, a copy of which was sent to shareholders with the Circular dated 14 September 2018 of which this notice forms part, be and are hereby adopted as the Articles of Association of the Company in place of any other articles of association.
3. THAT
 - 3.1 the appointment or continued appointment of any Director of the Company which has been made or continued, notwithstanding that such Director was not or ceased to be the registered holder of Ordinary Shares with a nominal value of at least £500 in the Company, be approved and ratified;
 - 3.2 the appointment or continued appointment of any director of the Company which has been made or continued, notwithstanding that such appointment or continued appointment resulted in the maximum number of directors of the Company (as stipulated by article 73 of the Company's articles of association in force prior to the date hereof) being exceeded, be approved and ratified;
 - 3.3 all lawful acts prior to the date of this resolution of:
 - 3.3.1 any person in his capacity as a Director on behalf of the Company, whose appointment has been approved and ratified in accordance with 3.1 and/or 3.2 above (each such person an "**Approved Director**");
 - 3.3.2 the Board of Directors of the Company ("**Board**"), which were undertaken at a time when the Board was comprised of one or more Approved Directors, be and are hereby approved and ratified, notwithstanding any defect in the appointment or continued appointment of any Approved Director that may have occurred to cause the validity of such acts to be in doubt; and
 - 3.4 any breach of duty which any Director may have committed by virtue of any act approved and ratified in accordance with resolution 3.3,

be ratified and approved for all purposes including, without limitation, section 239 of the Act.



Company number 50374

The special resolution that the Company be re-registered as a private limited company was passed by a majority exceeding 95% in favour of the resolution.

Signed _____
chairman