

Company No: 00613551  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
OF  
JOHN DEWAR AND SONS LIMITED  
Circulation Date: 21 February 2023

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as regards Resolution 1 as a special resolution, and as regards Resolution 2 as an ordinary resolution (**Resolutions**):

**SPECIAL RESOLUTION**

1. THAT in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in paragraph 5 of the Memorandum of Association of the Company, which, by virtue of Section 28 of the Companies Act 2006 is treated as a provision of the Company's Articles of Association, is hereby revoked and deleted.

**ORDINARY RESOLUTION**

2. THAT in accordance with paragraph 43(1) of Schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860); the directors be given the power to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company under Section 550 of the Companies Act 2006. This authority is in substitution for all previous authorities conferred on the directors in accordance with Section 80 of the Companies Act 1985 or Section 551 of the Companies Act 2006.

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, on behalf of the sole member of the Company (which is entitled to vote on the Resolution on the Circulation Date), hereby irrevocably agrees to the Resolution:

Signed

*Robert Poll*

Robert Poll

*Vladimir Kazimirov*

Vladimir Kazimirov

For and on behalf of Bacardi U.K. Limited

Date February 21, 2023 | 7:31 PM GMT



## NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version, either by hand or by post to the directors.

You may not return the Resolutions to the Company by any other method.

If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

3. Unless by 28 days following the Circulation Date sufficient agreement is received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.