

Company number 02200398

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

Luscombe Drinks Limited (**Company**)

13 May 2022 (**Circulation Date**)

TUESDAY



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07/06/2022

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COMPANIES HOUSE

Under Chapter 2 of Part 13 of the Companies Act 2006 (**CA 2006**), the directors of the Company propose that the following resolutions are passed as special resolutions (**Resolutions**).

**SPECIAL RESOLUTIONS**

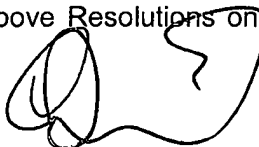
1. **THAT** the draft articles of association attached to these Resolutions be adopted in substitution for, and to the exclusion of, the Company's existing articles of association (**New Articles**).
2. **THAT**, subject to the passing of Resolution 1 above, and pursuant to article 23 of the New Articles and for all other purposes whatsoever, the directors be empowered to allot equity securities (as defined in section 560 of the CA 2006) up to an aggregate nominal value of £0.803567, pursuant to the authority conferred by article 19 of the New Articles, in respect of the equity warrants granted on or around the date of these Resolutions and the shares to be allotted and issued on the exercise of such warrants as if section 561(1) of the CA 2006 or any other restrictions as to pre-emption provisions, including but not limited to article 23 of the New Articles, did not apply to such allotment and any rights of pre-emption in connection therewith are hereby waived.

**AGREEMENT**

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

The undersigned, a person entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

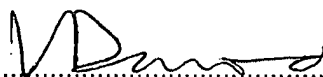
Signed by Gabriel Luscombe David



Date

13 May 2022

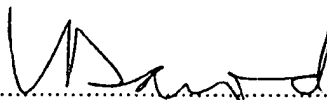
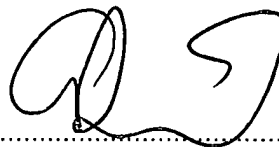
Signed by Venetia Caroline Rose David



Date

13 May 2022

Signed by Gabriel Luscombe David and Venetia Caroline Rose David as trustees for and on behalf of the JJM David Discretionary Trust



Date

13 May 2022

## NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:

- **By hand:** delivering the signed copy to David Culshaw, Porter Dodson LLP, The Quad, Blackbrook Park Avenue, Taunton, TA1 2PX.
- **Post:** returning the signed copy by post to David Culshaw, Porter Dodson LLP, The Quad, Blackbrook Park Avenue, Taunton, TA1 2PX.
- **Email:** by attaching a scanned copy of the signed document to an email and sending it to David.culshaw@porterdodson.co.uk.

If you do not agree to all of 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 the date 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.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.