

CURIOUS DRINKS LIMITED
Company Number 04456158
(Company)

Minutes of a meeting of the board of directors of the Company held at Chapel Down Winery, Small Hythe, Tenterden, Kent TN30 7NG on 28th APRIL 2016 at 11.30 a m ~~p m~~

Present:

Name

Stewart Gilliland
Frazer Thompson
Rachel Montague-Ebbs
Richard Woodhouse

In attendance.

Name



1 CHAIRMAN

Richard Woodhouse was appointed chairman of the meeting and chaired the meeting throughout

2 NOTICE AND QUORUM

The chairman reported that due notice of the meeting had been given and that a quorum was present. Accordingly, the chairman declared the meeting open.

3 INTERESTS IN PROPOSED TRANSACTIONS

3.1 Each director present confirmed that he had no direct or indirect interest in any way in the proposed transaction to be considered at the meeting which he was required by section 177 of the Companies Act 2006 (Act) and the Company's articles of association to disclose.

3.2 It was noted that pursuant to article 13 of the Company's articles of association, a director may vote and form part of the quorum in relation to any proposed transaction or arrangement in which he is interested.

4 BUSINESS OF THE MEETING

4.1 The chairman reported that the business of the meeting was to consider and, if thought fit, approve

4.1.1 the proposed allotment and issue of shares to the persons referred to in paragraph 5.1.2 (Allotments), and

4.1.2 the proposed re-designation of part of the existing issued share capital of the Company (Re-designation), where

4.1.2.1 87,587 B ordinary shares of £0.0001 each are to be re-designated 87,587 A ordinary shares of £0.10 each,

4.1.2.2 for consideration of the balance of the nominal value of the shares being re-designated, being £8,749.94,

4.1.2.3 to occur simultaneously with the Allotment

5 DOCUMENTS PRODUCED TO THE MEETING

5 1 The following documents were produced to the meeting

5 1 1 applications by the persons listed below for the allotment and issue to them of the number and class of shares in the capital of the Company set out against their respective names

Name of Applicant	No. shares	Class of shares	Subscription monies
David Mayes	75,000	A ordinary shares	£150,000
Ian Pascal	12,500	A ordinary shares	£25,000

5 1 2 a deed of adherence signed by each of David Mayes and Ian Pascal agreeing to be bound by the terms of the shareholders' agreement entered into in relation to the Company on 1 April 2016 (**Shareholders' Agreement**), and

5 1 3 a draft copy of a written resolution of the Company approving the Re-designation (**Written Resolution**), such resolution to be sent to all eligible members (within the meaning of section 289(1) of the Act) of the Company in accordance with section 291 of the Act

6 CONSIDERATION OF DOCUMENTS

6 1 It was REPORTED that the Company had received payment of the full amount of the subscription monies payable by the applicants in respect of the Allotments

6 2 It was NOTED that the directors were

6 2 1 duly authorised by an ordinary resolution passed under section 551 of the Act to exercise any power of the Company to allot shares in the Company until the fifth anniversary of 1 April 2016,

6 2 2 empowered by a special resolution passed under section 570 of the Act to allot equity securities as if the pre-emption rights under section 561 of the Act did not apply until the fifth anniversary of 1 April 2016,

6 2 3 authorised by paragraph 6 3 of the Shareholders' Agreement to allot A ordinary shares at a price equal to or in excess of £2 per A ordinary share up until 1 May 2016

7 RESOLUTIONS

7 1 After careful consideration, IT WAS RESOLVED

7 1 1 that the Allotments would promote the success of the Company for the benefit of its members as a whole having regard (amongst other matters) to the factors set out in section 172(1) of the Act,

7 1 2 to accept the applications for the Allotments and to allot and issue to the applicants, in accordance with the terms of their applications, the shares applied for by each of them respectively, credited as fully paid,

7 1 3 to instruct the Company's solicitors to

7 1 3 1 prepare share certificates in respect of the allotted and issued shares and to arrange for the share certificates to be executed by the Company in accordance with section 44 of the Companies Act 2006 and delivered to the applicants, and

7 1 3 2 enter each applicant's name on the register of members of the Company as the holder of the shares allotted and issued to that applicant and make all other necessary and appropriate entries in the books and registers of the Company

7 2 After careful consideration of the Written Resolution, IT WAS RESOLVED that the Written Resolution would promote the success of the Company for the benefit of its members as a whole having regard (amongst other matters) to the factors set out in section 172(1) of the Act

7 3 The meeting was adjourned to enable the Written Resolution to be submitted to the members of the Company After a short adjournment, the meeting reconvened and the chairman reported that the Written Resolutions had been passed

7 4 Following the passing of the Written Resolution and after careful consideration of the matters set out in section 172(1) of the Act, IT WAS RESOLVED

7 4 1 to approve the Re-designation, and

7 4 2 to make all necessary and appropriate entries in the books and registers of the Company and to file with the Registrar of Companies all necessary documents in connection with the Re-designation

8 FILING

8 1 The chairman instructed the Company's solicitors to make all necessary and appropriate entries in the books and registers of the Company to record the Allotments and Re-designation and arrange for all necessary forms and documents to be filed at Companies House

9 CLOSE

There was no further business and the chairman declared the meeting closed



Chairman

Date 28th APRIL 2016