

If you agree to the resolution below, please signify your agreement by signing and dating this document where indicated and returning it to the Company. Unless sufficient agreement has been received for the resolution to pass within 28 days of the Circulation Date it will lapse. You should read the notes at the end of this document before signifying your agreement to the above resolutions.

ALBANY VINTNERS LIMITED (THE "COMPANY")

(Registered in England –4808841)

WRITTEN RESOLUTION

(Circulated 28 March 2019 ("Circulation Date"))

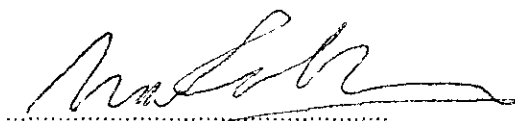
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the director of the Company proposes that the following resolutions are passed:

SPECIAL RESOLUTION

1. **THAT** the regulations contained in the printed document attached to this resolution be approved and adopted as amendments to Part 3, Shares of the Company's Articles of Association.

I, the undersigned, being a member entitled to vote on the above resolutions on the Circulation Date IRREVOCABLY AGREE to the above resolutions:

Signature:



Name: **Marcus Edwards**

Date: **28th March 2019**

Notes:

- 1 If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated and returning it to the Company Secretary by using one of the following methods:

By hand/post: by delivering the signed copy to Marcus Edwards.
- 2 If you do not agree to all the resolution, you do not need to anything. You will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the resolution, you may not revoke your agreement.
- 4 Unless sufficient agreement has been received for the resolution to pass within 28 days of the Circulation Date, it will lapse. If you agree to the resolution, please ensure that your agreement reaches the Company on or before 28 days of the Circulation Date.
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

FRIDAY



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COMPANIES HOUSE

The Companies Act 1985
A Private Company Limited by Shares

ARTICLES OF ASSOCIATION
OF
ALBANY VINTNERS LIMITED (COMPANY NUMBER 4808841)
(Inserts and amendments to Part 3 as adopted on 23 March 2019)

(1) EXISTING ARTICLE 3 TO BE DELETED AND REPLACED WITH THE FOLLOWING:

3.1 The share capital of the Company shall comprise of:

- Ordinary shares of £1.00 each; and
- A Ordinary shares of £1.00 each (together the "Shares")

each with the rights as stated in sub-article 3.4 below. Whenever the capital of the Company is divided into different classes of shares the special rights attached to any class may only be varied or abrogated, either whilst the Company is a going concern or during or in contemplation of a winding up, with the consent of the holders of the issued shares of that class given in accordance with Article 3.2.

3.2 The consent of the holders of a class of share may be given by:

- 3.2.1 a special resolution passed at a separate general meeting of the holders of the issued shares of that class; or
- 3.2.2 a written resolution in any form signed by or on behalf of the holders of three-quarters in nominal value of the issued shares of that class

3.3 All the provisions of these articles relating to general meetings of the Company shall apply (with such amendments as may be necessary to give such provisions efficacy) to every separate general meeting referred to in article 3.2.1

3.4 The Shares of the Company comprised in the classes mentioned in Article 3.1 shall rank pari passu in all respects save that each class of share shall be entitled to varying rates of dividend as declared by the Company from time to time.

3.5 In Regulation 32 of Table A the words "ordinary resolution" shall be deemed to be replaced by the words "special resolution".

3.6 Regulation 24 of Table A shall not apply to the Company and the Directors may in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share whether or not it is a fully paid share.

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF

Albany Vintners Limited

PRELIMINARY

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No 805) as amended by the Companies (Tables A to F) Regulations 1985 (SI 1985 No 1052) hereinafter referred to as "Table A") shall apply to the Company save insofar as they are varied or excluded by or are inconsistent with these Articles.

PRIVATE COMPANY

2. The company is a private company.

SHARES *

3. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each. The Directors are, subject to S80 of the Companies Act 1985, generally authorised to exercise any power of the Company to allot, grant options over or otherwise dispose of shares in the capital of the Company for such consideration and upon such terms and conditions as the Directors may determine, unless revoked or varied by Ordinary Resolution of the Company in General Meeting.

In Regulation 32 of Table A the words "ordinary resolution" shall be deemed to be replaced by the words "special resolution".

Regulation 24 of Table A shall not apply to the Company and the Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share whether or not it is a fully paid share.

LIEN

4. The lien conferred by Regulation 8 of Table A shall attach to all shares whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company for all moneys called or payable at a fixed time by a member or his estate to the Company whether he be the sole registered holder thereof or one of two or more joint holders. The Company's lien on a share shall extend to any expenses incurred by the

* AS AMENDED BY SPECIAL RESOLUTION ON 28 MARCH 2019

Company in respect of such non-payment, and to interest on the amount unpaid from the day it became due and payable until it is paid.

PRE EMPTION

- 5 A member wishing to dispose of all or any of his shares shall give notice to the Directors and such notice shall constitute the Company as agent of the transferor member. Unless the Company in General Meeting shall otherwise direct all such shares authorised pursuant to Regulation 5 of Table A shall be offered to the remaining members in proportion to their existing holding at the date of the offer and such offer is to be made in writing specifying the number of shares to which the member is entitled and limiting the period within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period those shares so deemed to be declined shall be offered in the aforesaid proportions to those members who have accepted all the shares offered to them. The Directors may, at their discretion allot, or otherwise dispose of any such shares not accepted pursuant to such offer or further offer as they think fit save that such disposal shall not be on terms more favourable to the subscribers than the terms on which they were offered to the members.

In accordance with S91(1) of the Companies Act 1985, S89(1) and S90(1) to S90(6) inclusive of the Act shall not apply to the Company.

NOTICES OF MEETINGS

6. Every notice calling a General Meeting shall comply with the provisions of Section 372(3) of the Companies Act 1985 as to giving information to members in regard to their right to appoint proxies to attend and vote on their behalf and that such proxy need not be a member of the Company. Notices and other communications relating to any General Meeting which any member is entitled to receive shall be sent to the Directors and Auditors of the Company.

PROCEEDINGS AT GENERAL MEETINGS

7. All business at a General Meeting shall be deemed to be special business and shall be notified in the notice convening the meeting.

No business shall be transacted at any General Meeting unless a quorum of members is present at the time the meeting proceeds to business. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative for a corporation, shall be a quorum. If, and for so long as, the Company has only one member that member present in person or by proxy shall be a quorum.

If the Company has only one member and that member takes any decision which is required to be taken at a General Meeting or by a written resolution, that decision shall be as valid and effectual as if agreed by the Company in General Meeting save that this paragraph shall not apply to resolutions passed pursuant to S303 and S391 of the Companies Act 1985. Any decision taken by a sole member shall be recorded in writing and delivered by that member to the Company for entry in the Minute Book.

DIRECTORS

8. Regulation 64 of Table A shall not apply to the Company. Unless and until otherwise determined by special resolution of the Company in General Meeting there shall be no maximum number of the Directors and the minimum number of directors shall be one. A sole Director shall have authority to exercise all the powers and authorities vested in the Directors by Table A and these Articles and Regulation 89 of Table A shall not apply to the Company.

Not less than fourteen days' notice of meetings of the Directors shall be given to each of the Directors at their address in the United Kingdom whether present in the United Kingdom or not and Regulation 88 of Table A shall be deemed to be modified accordingly.

A Director need not hold any shares of the Company to qualify him as a Director but he shall be entitled to receive notice of and attend and speak at all general meetings of the Company.

The Directors may exercise all the powers of the Company to borrow money as to amount and upon such terms and in such manner as they think fit and, subject to S80 of the Companies Act 1985 to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital and to issue debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

A Director may vote at a meeting, on any resolution, in respect of any matter in which he has, directly or indirectly, any kind of interest and if he shall do so his vote shall be counted, and he may form part of a quorum for any meeting at which such voting occurs. Regulations 94 to 97 inclusive of Table A shall not apply to the Company.

The Company shall not be subject to S293 of the Companies Act 1985 and accordingly any person may be appointed a Director if he is recommended by the Directors or, not less than fourteen or more than thirty-five clear days before the date of a meeting, notice signed by a member qualified to vote at that meeting has been given to the Company of the intention to propose that person for appointment, together with a notice signed by that person of his willingness to be appointed.

The Directors shall not be required to retire by rotation and Regulations 72 to 80 inclusive of Table A shall not apply to the Company.

INDEMNITY

- 9 Pursuant to Regulation 118 of Table A but subject to S310 of the Companies Act 1985 every Director, Secretary or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities incurred by him in the execution of the duties of his office.

Names and addresses of subscribers.

Name and Address:

@UKPLC Client Director Ltd
5 Jupiter House
Calleva Park
Reading
Berkshire
RG7 8NN

Dated this 23rd day of June 2003