

Company number 07004296

**PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION**

of

THE REDCHURCH BREWERY LIMITED ("Company")

29 June2017 ("Circulation Date")



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("CA 2006"), the directors of the Company ("Directors") propose that the following resolutions are passed as ordinary resolutions ("Resolution").

ORDINARY RESOLUTIONS

1) Subdivision

That *A* Ordinary Shares of £0.001 in the issued share capital of the Company be subdivided into *A* Ordinary Shares of £0.0001 each in the capital of the Company, with the rights and restrictions set out in the Company's articles of association.

ORDINARY RESOLUTION

2) Authority to Allot

That, in accordance with section 551 of the CA 2006, the Directors be generally and unconditionally authorised to allot *A* Ordinary Shares and *B* Investment Shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £135.9119 provided that this authority shall, unless renewed, varied or revoked by the Company, expire 12 months after the date of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This resolution shall become effective on the receipt of the relevant subscription monies and should any of the investors fail to advance their subscription monies, the relevant shares shall not be allotted to that investor and the number of shares allotted shall be adjusted down accordingly or reallocated to an alternative investor on the same terms as that of the original. This authority revokes and replaces all unexercised authorities previously granted to the Directors.

SPECIAL RESOLUTION

3) Disapplication of Pre-Emption Rights

That, subject to the passing of resolution 2 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined

in section 560 of the CA 2006) pursuant to the authority conferred by resolution 2), as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall be limited to the nominal amount and time period specified in resolution 2 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

AGREEMENT

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

The undersigned, being persons entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution:


Signed by Gary Ward


.....
Signature

Date:

30.6.2017.
.....

Signed by Tracey Cleland


.....
Signature

Date:

30.6.2017.
.....

NOTES

1. If you agree with the Resolution, 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 Gary Ward at the Company's registered office.

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to gary@redchurch.beer. Please type "Written resolutions" in the e-mail subject box.

If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement.

3. Unless, within 30 days of the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, 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.
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.

THE REDCHURCH BREWERY LIMITED
("Company")

Minutes of a meeting of the board of directors of the Company held at the Company's registered office on30.6.....2017 at11:00 am/pm

PRESENT	
Gary Ward	Director
Tracey Cleland	Director

1) Chairperson

Gary Ward was appointed chairperson of the meeting.

2) Notice and quorum

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

3) Interests in proposed transactions and/or arrangements with the Company

- a) Each director present declared the nature and extent of their interest in the proposed transaction to be considered at the meeting in accordance with the requirements of section 177 of the Companies Act 2006 ("**CA 2006**") and the Company's articles of association.
- b) It was noted that pursuant to 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 they are interested.

4) Business of the meeting

The chairperson reported that it was a condition of the investment round carried out via the crowdfunding platform operated by Crowdcube Capital Limited ("**Crowdcube**") that the Company put in place a new capital structure and so the business of the meeting was to consider and, if thought fit, approve:

- a) the circulation of a written resolution ("**Written Resolution**") to obtain certain shareholder approvals in connection with a proposed allotment of new shares in the Company, namely to:
 - i) subdivide the existing issued shares of £0.001 each to shares of £0.0001 each;
 - ii) authorise the directors to allot shares up to an aggregate nominal amount of £135.9119; and
 - iii) disapply the statutory pre-emption rights under section 561 of the CA 2006 in relation to the proposed allotment of shares; and

- b) subject to the receipt of the relevant subscription monies, the proposed allotment and issue of shares to the persons referred to in the investor list sent by Crowdcube to the Company on 20th June 2017 ("**Crowdcube Investors**") of the shares applied for by them respectively ("**Proposed Allotment**").

5) Approval and circulation of Written Resolution

- a) After careful consideration of the Written Resolution, **IT WAS RESOLVED:**
 - i) 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 CA 2006;
 - ii) to approve the Written Resolution in the form produced to the meeting; and
 - iii) to send the Written Resolution to every eligible member of the Company and to any auditors.
- b) The meeting was adjourned so that the Written Resolution could be submitted to the members of the Company and any auditors. The meeting reconvened whereupon the chairperson reported that the Written Resolution had been passed.

6) Allotment and issue of shares

After careful consideration, **IT WAS RESOLVED:**

- a) that the Proposed Allotment 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 CA 2006;
- b) on receipt of their subscription monies, to allot and issue to Crowdcube Investors the shares applied for by each of them respectively credited as fully paid;
- c) that should any of the Crowdcube Investors fail to advance their subscription monies, the relevant shares shall not be allotted to that investor and the number of shares allotted shall be adjusted down accordingly or reallocated to an alternative investor on the same terms as the original;
- d) to instruct Crowdcube to prepare share certificates in respect of the allotted and issued shares and deliver to the applicants and in accordance with article 14.3 of the Company's articles of association it was resolved that these would not be issued under seal or signed by any person;
- e) to authorise any of the directors of the Company to do all such acts and things and agree and execute on behalf of the Company all such documents to which the Company is a party and all other documents as may be required in connection with the Proposed Allotment and generally to sign all such certificates, notices and other

documents as may be necessary or desirable in connection with the Proposed Allotment, subject in each case to such amendments as those executing the same on behalf of the Company consider fit; and

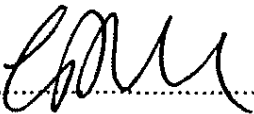
- f) to authorise the company secretary or any director of the Company to arrange for the relevant documents to be filed at Companies House and the register of members of the Company updated.

7) Filing

The chairperson gave instructions for all necessary and appropriate entries in the books and registers of the Company to be made and for the necessary forms and documents to be filed at Companies House.

8) Close

There was no further business and the chairperson declared the meeting closed.

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Chairperson