

Company number: 08451776

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTIONS
of
THE WESTBOURNE DRINKS COMPANY LIMITED
(the “Company”)**

10th September 2021 (the “Circulation Date”)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the “CA 2006”), the articles of association of the Company as at the Circulation Date (the “Articles”), and the amended and restated shareholders’ agreement relating to the Company and dated 18 February 2020 (the “SHA”), the directors of the Company propose that Resolution 1 be passed as a special resolution in accordance with the CA 2006, that Resolution 2 be passed as a special resolution in accordance with the Articles, and that Resolution 3 be granted the approval of an Investor Majority (as defined in the SHA) in accordance with the SHA (each a “Resolution” and together the “Resolutions”).

SPECIAL RESOLUTIONS

1. DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, in accordance with article 31.2 of the Articles, and in addition to (and without prejudice to) any prior authority granted to the directors of the Company in respect of the Company’s share option plan, the directors of the Company be and hereby are generally and unconditionally authorised to issue equity securities (as defined by section 560 of the CA 2006) pursuant to the Company’s share option plan as if the rights of pre-emption contained in article 31.2 of the Articles did not apply to any such issuance, provided that this specific disapplication of article 31.2 of the Articles shall be limited to the allotment of equity securities up to a maximum aggregate nominal value of £37.50.

2. ADOPTION OF NEW ARTICLES OF ASSOCIATION

THAT the articles of association in the form attached to these Resolutions (the “New Articles”) be and hereby are approved and adopted as the articles of association of the Company in substitution for, and to the complete exclusion of, the existing articles of association.

OTHER RESOLUTIONS

3. CONSENT TO THE ADOPTION OF THE NEW ARTICLES

THAT, in accordance with clause 8.4(b) of the SHA, the undersigned, being an Investor Majority for the purposes of the SHA, hereby unconditionally and irrevocably consent to:

(a) the adoption by the Company of the New Articles; and

(b) the Company carrying out any other matter in connection with the subject matter of these Resolutions which may be a matter requiring the consent of an Investor Majority pursuant to the SHA.

PLEASE READ THE NOTES BELOW BEFORE TAKING ANY ACTION IN RESPECT OF THESE RESOLUTIONS

AGREEMENT

The undersigned, being the eligible shareholders of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably and unconditionally agree to the Resolutions.

Signed by:

.....
(Print shareholder name)

.....
(Signature of shareholder or person(s) authorised to sign on behalf of shareholder)

.....
(Date)

NOTES

1. The purpose of Resolution 1 is to disapply, in accordance with article 31.2 of the Articles, the pre-emption rights conferred on the shareholders of the Company by article 31.2 of the Articles in respect of equity securities granted by the Company pursuant to the Company's share option plan (up to the maximum aggregate nominal value stated in Resolution 1). It shall be passed upon receipt by the Company of the approval of those holding in aggregate at least 75% of the voting rights of the Company on the Circulation Date.
2. The purpose of Resolution 2 is to approve, in accordance with section 21 of the CA 2006, the adoption by the Company of the New Articles. It shall be passed upon receipt by the Company of the approval of those holding in aggregate at least 75% of the voting rights of the Company on the Circulation Date.
3. The purpose of Resolution 3 is for shareholders of the Company representing an Investor Majority (as defined in the SHA) to consent, in accordance with clause 8.4(b) of the SHA, to the adoption by the Company of the New Articles. Consent shall be granted upon receipt by the Company of approval from holders of not less than 75% of the voting rights attaching to the Investor Shares (as defined in the SHA).
4. You may agree to all of the Resolutions or none of them, but you may not agree to only some of them. If you agree to the Resolutions, please signify your agreement by either:
 - a. signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - i. by delivering the signed copy personally or sending it by post to the Company's registered office at Duppy Share Hq, Great Western Studios, 65 Alfred Road, London, England, W2 5EU marked for the attention of "The Directors"; or
 - ii. by sending a scanned copy of the signed document by email to jack@theduppyshare.com; or
 - b. returning a signed copy of this document via an electronic signing platform such as DocuSign or Sejda.com.
5. 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.
6. Once you have approved the Resolutions you may not revoke your approval.
7. Unless, by the date falling 28 days following the Circulation Date, sufficient approval is received for the Resolutions to pass, they will lapse. If you approve the Resolutions, please ensure that your agreement reaches the Company before this date.
8. 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.