

Company Number 08502378

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

LIBERTY BREWING LIMITED (the "Company")

Circulation Date 15 April 2021 2021 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolution 1 be passed as an ordinary resolution and the following resolutions 2 and 3 be passed as special resolutions (the "Resolutions").

ORDINARY RESOLUTION

- 1 That the directors be and they are hereby generally and unconditionally authorised, for the purposes of section 551 of the Act to grant rights to or to subscribe for or to convert any security into shares in the Company up to an aggregate maximum nominal amount of £3,000.00 as follows:
- (a) 50,000 D shares of £0.01 each;
  - (b) 50,000 A ordinary shares of £0.01 each;
  - (c) 18,868 growth1 shares of £0.01;
  - (d) 30,188 growth2 shares of £0.01;
  - (e) 56,604 growth3 shares of £0.01; and
  - (f) 94,340 growth4 shares of £0.01,

provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date hereof save that the Company may, before such expiry, make an offer or agreement which would or might require shares in the Company to be allotted after such expiry and the directors may allot shares in the Company in pursuance of such offer or agreement as if such authority had not expired.

SPECIAL RESOLUTIONS

- 2 Subject to Resolution 1 being passed, that any and all pre-emption rights to which the current shareholders of the Company may be entitled, howsoever arising, (including but not limited to under the Company's articles of association or the Act) in respect of any allotment and issue of shares or the grant of rights to subscribe for or convert any security into shares pursuant to the authority conferred by Resolution 1 above be and are hereby disapplied or otherwise waived.
- 3 That the articles of association contained in the document attached to these written resolutions be adopted as the articles of association of the Company to the exclusion of, and in substitution for, the existing articles of association of the Company and (for the avoidance of doubt) to the exclusion of, and in substitution for, the relevant provisions of the memorandum of association that would otherwise be treated as provisions of the articles under section 28 of the Act.



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## AGREEMENT

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

The undersigned, being the members so entitled to vote on the Resolutions on the Circulation Date, hereby agree to the Resolutions.

Signature:

DocuSigned by:  
*Stefan Turnbull*  
640DD8AB18534A5...

Print Name:

**STEFAN TURNBULL**

Date:

15 April 2021

Signature:

Print Name:

**MICHAEL PATTON**

Date:

Signature:

Print Name:

**ALEXANDRA PATTON**

Date:

Signature:

Print Name:

**ROY MERRITT**

Date:

Signature:

Print Name:

**TIM WOODCOCK**

Date:

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The undersigned, being the members so entitled to vote on the Resolutions on the Circulation Date, hereby agree to the Resolutions.

Signature: .....

Print Name: **STEFAN TURNBULL**

Date: .....

Signature: .....  
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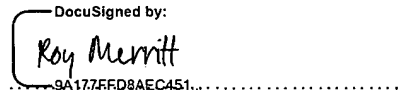
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Date: 15 April 2021 .....

Signature: .....

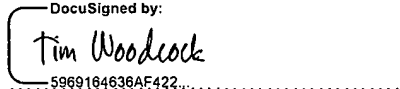
Print Name: **ALEXANDRA PATTON**

Date: .....

Signature: .....  
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Print Name: **ROY MERRITT**

Date: 15 April 2021 .....

Signature: .....  
5969164638AF422.....

Print Name: **TIM WOODCOCK**

Date: 15 April 2021 .....

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Signature: .....

Print Name: **STEFAN TURNBULL**

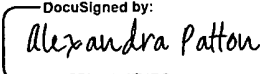
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Date: .....

Signature: .....

Print Name: **MICHAEL PATTON**

Date: .....

Signature:  .....

Print Name: **ALEXANDRA PATTON**

Date: 15 April 2021 .....

Signature: .....

Print Name: **ROY MERRITT**

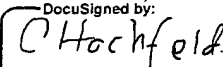
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Signature: .....

Print Name: **TIM WOODCOCK**

Date: .....

Signature:

DocuSigned by:  
  
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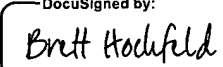
Print Name:

**CATHERINE PICKARD**

Date:

15 April 2021  
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Signature:

DocuSigned by:  
  
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Print Name:

**BRETT HOCHFELD**

Date:

15 April 2021  
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Signature:

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Print Name:

**LEE CALNAN**

Date:

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Signature:

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Print Name:

**DAVID CANNON**

Date:

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Signature:

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Print Name:

**FREDERICK DALE**

Date:

.....

Signature:

.....

Print Name:

**DOUGLAS DALE**

Date:

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Signature:

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Print Name:

**JONATHAN DALE**

Date:

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Signature: .....

Print Name: **TIMOTHY DALE**

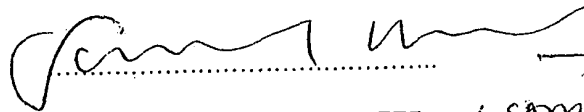
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Signature: .....

Print Name: **THE INSIGHT AGENTS LIMITED**

15 April 2021

Date: .....



(sam knowles)

Signature: .....

Print Name: **MATTHEW WILLSON**

Date: .....

Signature: .....

Print Name: **ALISON GRAHAM**

Date: .....

Signature: .....

Print Name: **DAVID PITMAN**

Date: .....

Signature: .....

Print Name: **JACK ROBERTSON**

Date: .....

Signature: .....

Print Name: **THE CARRINGTON TRUST  
acting by its trustee  
EQUIOM (GUERNSEY) LIMITED**

Date: .....

Signature: .....

Print Name: **TIMOTHY DALE**

Date: .....

Signature: .....

Print Name: **THE INSIGHT AGENTS LIMITED**

Date: .....

Signature: .....  
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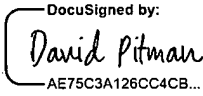
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Date: 15 April 2021.....

Signature: .....

Print Name: **ALISON GRAHAM**

Date: .....

Signature: .....  
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Print Name: **DAVID PITMAN**

Date: 15 April 2021.....

Signature: .....  
313705F4A5ED482.....

Print Name: **JACK ROBERTSON**

Date: 15 April 2021.....

Signature: .....

Print Name: **THE CARRINGTON TRUST  
acting by its trustee  
EQUIOM (GUERNSEY) LIMITED**

Date: .....

Signature: .....

Print Name: **TIMOTHY DALE**

Date: .....

Signature: .....

Print Name: **THE INSIGHT AGENTS LIMITED**

Date: .....

Signature: .....

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Print Name: **MATTHEW WILLSON**

Date: .....

Signature: .....

Print Name: **ALISON GRAHAM**

Date: .....

Signature: .....

Print Name: **DAVID PITMAN**

Date: .....

Signature: .....

Print Name: **JACK ROBERTSON**

Date: .....

Signature:  .....

Print Name: **THE CARRINGTON TRUST**  
**acting by its trustee ZEDRA TRUST COMPANY (SUISSE) SA**

Date: 15 April 2021 .....



Signature: .....

Print Name: **TIMOTHY DALE**

Date: .....

Signature: .....

Print Name: **THE INSIGHT AGENTS LIMITED**

Date: .....

Signature: .....

Print Name: **MATTHEW WILLSON**

Date: .....

Signature: .....

Print Name: **ALISON GRAHAM**

Date: **15 April 2021**  
.....

DocuSigned by:  
*Alison Graham*  
C6BA36FED9C5448...

Signature: .....

Print Name: **DAVID PITMAN**

Date: .....

Signature: .....

Print Name: **JACK ROBERTSON**

Date: .....

Signature: .....

Print Name: **THE CARRINGTON TRUST  
acting by its trustee  
EQUIOM (GUERNSEY) LIMITED**

Date: .....

Signature:   
.....9D81E8BDA557440.....

Print Name: **OAKFIELD CAPITAL III LP  
acting by its general partner  
OAKFIELD CAPITAL GENERAL PARTNER LLP**

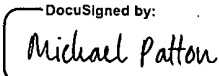
Date: 15 April 2021  
.....

Signature: .....

Print Name: **DAISY GREEN FOOD LIMITED**

Date: .....

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Signature:   
.....9D81E8BDA557440.....

Print Name: **OAKFIELD CAPITAL III SATELLITE LP  
acting by its general partner  
OAKFIELD CAPITAL GENERAL PARTNER LLP**

Date: 15 April 2021  
.....

## **NOTES**

- 1 If you agree with the Resolutions, please indicate your agreement by one of the following methods by signing and dating this document where indicated above and returning it to the Company either:
  - 1.1 by e-mail: by sending a scanned copy of the signed and dated Resolutions to Diana Ruiz at [diana@oakfieldcapital.com](mailto:diana@oakfieldcapital.com); or
  - 1.2 by hand: by delivering the signed and dated Resolutions to Diana Ruiz, C/O Oakfield Capital Partners LLP, Greyhound House, 23 - 24 George Street, Richmond TW9 1HY; or
  - 1.3 by post: by returning the signed and dated Resolutions by post to Diana Ruiz, C/O Oakfield Capital Partners LLP, Greyhound House, 23 - 24 George Street, Richmond TW9 1HY.
- 2 If you are indicating agreement to the Resolutions on behalf of a company or person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority with your indication of agreement.
- 3 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.
- 4 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 5 When agreement to the Resolutions has been received from members representing more than 50% of the total voting rights for Resolution 1 and more than 75% of the total voting rights for Resolutions 2 and 3 they will be deemed passed. Unless within the period of 28 days beginning with the Circulation Date sufficient agreement has been received for the Resolutions to pass, they will lapse.
- 6 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.
- 7 By signing the Resolutions, you irrevocably and unconditionally provide any and all necessary class consent(s) as a shareholder of the Company pursuant to the Company's articles of association and the shareholders' agreement relating to the Company (if relevant).