

**THE COMPANIES ACTS 1985 TO 2006**  
**PUBLIC COMPANY LIMITED BY SHARES**  
**ECLECTIC BAR GROUP PLC**  
**(the "Company")**

THURSDAY



A12 04/12/2014 #275  
COMPANIES HOUSE

At the Annual General Meeting ("AGM") duly convened and held at Embargo Republica, 533 Kings Road, London, SW10 0TZ on Thursday 27 November 2014 at 12 30 p.m. the following resolutions were duly passed:

**Ordinary Resolution**

- 11 That the directors be generally and unconditionally authorised in accordance with section 551 of the companies act 2006 (the "Act") to allot
- (a) shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £1,076,895, and in addition
  - (b) equity securities of the Company (within the meaning of section 560 of the Act) in connection with an offer of such securities by way of a rights issue up to an aggregate nominal amount of £1,076,895,

provided that this authority shall expire on 30 December 2015 or, if earlier, the conclusion of the next AGM of the Company but, in each case, so that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares pursuant to such an offer or agreement as if this authority had not expired.

"Rights issue" means an offer to.

- (i) holders of ordinary shares in the capital of the Company in proportion (as nearly as may be practicable) to the respective number of ordinary shares held by them, and
- (ii) holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

### Special Resolution

12 THAT subject to and conditional on the passing of resolution number 11, the Directors be empowered, pursuant to section 570 of the Act, to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution number 11 and/or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act, in each case:

- (a) in connection with an offer of such securities by way of a rights issue (as defined in resolution number 11); and
- (b) (otherwise than pursuant to paragraph 12(a) above), up to an aggregate nominal amount of £323,068,

as if section 561(1) of the Act did not apply to any such allotment, such authority to expire on 30 December 2015 or, if earlier, the conclusion of the next AGM of the Company, 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 such an offer or agreement as if this power had not expired



Duly authorised officer of  
Eclectic Bar Group plc