

ORDINARY AND SPECIAL RESOLUTIONS

- of -

REVOLUTION BARS GROUP PLC
(the "Company")

Passed on: 14 June 2021

At the General Meeting of the Company held on 14 June 2021, the following resolutions were passed, in the case of each of Resolutions 1 and 3, as an ordinary resolution and in the case of Resolutions 2, 4 and 5, as a special resolution:-

ORDINARY RESOLUTION

1. Authority to allot shares in relation to Fundraising

THAT in addition to all existing authorities conferred on the Directors pursuant to section 551 of the Companies Act 2006 (the "**Companies Act**"), the Directors be and are hereby generally and unconditionally authorised, in accordance with section 551 of the Companies Act to exercise all the powers of the Company:-

- (a) to allot and issue up to 100,000,000 new ordinary shares of 0.1 pence each in the Company in connection with the Firm Placing (as defined in the circular to shareholders of the Company dated 27 May 2021 of which this notice forms part (the "**Circular**"));
- (b) to allot and issue up to 5,001,866 new ordinary shares of 0.1 pence each in the Company in connection with the Placing and Open Offer (as defined in the Circular);

(all such new ordinary shares together being the "**New Ordinary Shares**") in each case at the issue price of 20 pence per New Ordinary Share (the "**Issue Price**"), provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on 31 July 2021 but so that the Company may, before such expiry date, revocation or variation, make an offer or agreement which would or might require any such New Ordinary Shares to be allotted after such expiry date, revocation or variation and the Directors may allot any such New Ordinary Shares pursuant to any such an offer or agreement as if this authority had not expired or been revoked or varied.

SPECIAL RESOLUTION

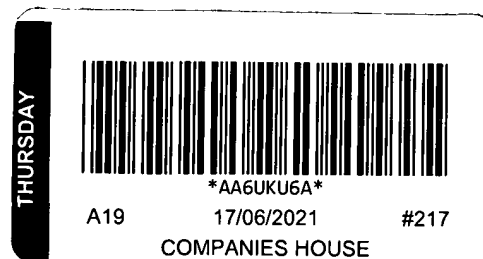
2. Disapplication of pre-emption rights in relation to Fundraising

THAT in addition to all existing powers granted to the Directors pursuant to section 570 and/or 571 of the Companies Act, and subject to and conditional on the passing of Resolution 1, the Directors be empowered, pursuant to section 570 of the Companies Act, to allot up to an aggregate of 105,001,866 New Ordinary Shares (as defined in Resolution 1) for cash at the Issue Price pursuant to the authority conferred by Resolution 1 above as if section 561 of the Companies Act did not apply to any such allotment, provided that this power shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on 31 July 2021, save that the Company may, before such expiry date, revocation or variation, make an offer or agreement which would or might require New Ordinary Shares to be allotted after such expiry date, revocation or variation and the Directors may allot any such New Ordinary Shares pursuant to any such offer or agreement as if this power had not expired or been revoked or varied.

ORDINARY RESOLUTION

3. Authority to allot shares

THAT, subject to Admission (as defined in the Circular) and in substitution for all existing authorities other than those granted by Resolutions 1 and 2 above (but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities), the Directors be and are hereby generally and unconditionally authorised, in accordance with section 551 of the Companies Act to exercise all the powers of the Company to allot:-



- 3.1 shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("**Relevant Securities**"), up to a maximum aggregate nominal amount of £76,675; and further
- 3.2 Relevant Securities comprising equity securities (within the meaning of section 560 of the Companies Act) up to an aggregate nominal amount of £76,675 in connection with an offer by way of a rights issue in favour of holders of ordinary shares in the capital of the Company in proportion (as nearly as may be practicable) to their existing holdings of ordinary shares and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions, limits, restrictions or other arrangements as the Directors deem necessary or expedient in relation to fractional entitlements, treasury shares, record dates or any legal, regulatory or practical problems in or under the laws of any territory, or the requirements of any regulatory body or stock exchange or any other matter;

for a period expiring (unless previously revoked, varied or renewed) at the end of the next Annual General Meeting of the Company or, if sooner, the date being 15 months after the passing of this Resolution, but in each case such that the Company may, before such expiry, make an offer or agreement which would or might require Relevant Securities to be allotted after this authority expires and the Directors may allot Relevant Securities in pursuance of such offer or agreement as if this authority had not expired.

SPECIAL RESOLUTIONS

4. Disapplication of pre-emption rights

THAT, subject to the passing of Resolution 3 above and Admission (as defined in the Circular), and in substitution for all existing authorities other than those granted by Resolutions 1 and 2 above (but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities), the Directors be empowered pursuant to section 570 and section 573 of the Companies Act to allot 'equity securities' (within the meaning of section 560 of the Companies Act) for cash pursuant to the authority conferred by Resolution 3 as if section 561(1) of the Companies Act did not apply to such allotment, provided that this power shall expire at the end of the next Annual General Meeting of the Company or, if sooner, the date being 15 months after the passing of this Resolution. This power shall be limited to the allotment of equity securities:-

- 4.1 in connection with an offer of equity securities (including, without limitation, under a rights issue, open offer or similar arrangement save that, in the case of an allotment pursuant to the authority conferred by paragraph 3.2 of Resolution 3 such offer shall be by way of rights issue only) in favour of holders of ordinary shares in the capital of the Company in proportion (as nearly as may be practicable) to their existing holdings of ordinary shares and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary but subject to such exclusions, limits, restrictions or other arrangements as the Directors deem necessary or expedient in relation to fractional entitlements, treasury shares, record dates or any legal, regulatory or practical problems in or under the laws of any territory, or the requirements of any regulatory body or stock exchange or any other matter; and

- 4.2 (otherwise than pursuant to paragraph 4.1) up to an aggregate nominal amount of £11,502,

but such that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after this power expires and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Companies Act as if in the first paragraph of this resolution the words "pursuant to the authority conferred by Resolution 3" were omitted.

5. Disapplication of pre-emption rights

THAT, subject to the passing of Resolution 3 above and Admission (as defined in the Circular), and in addition to the authority conferred by Resolution 4 above but otherwise in substitution for all existing authorities other than those granted by Resolutions 1 and 2 above (but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities), the Directors be empowered pursuant to section 570 and section 573 of the Companies Act

to allot 'equity securities' (within the meaning of section 560 of the Companies Act) for cash pursuant to the authority conferred by Resolution 3 as if section 561(1) of the Companies Act did not apply to any such allotment, such power to be:-

- 5.1 limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £11,502; and
- 5.2 used only for the purposes of financing (or refinancing, if the power is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, provided that this power shall expire (unless previously revoked, varied or renewed) at the end of the next annual general meeting of the Company or, if sooner, the date being 15 months after the passing of this Resolution, but such that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after this power expires, and the Directors may allot equity securities to be allotted after this power expires, and the Directors may allot equity securities pursuant to any such offer or agreement as if this power had not expired.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Companies Act as if in the first paragraph of this resolution the words "pursuant to the authority conferred by Resolution 3" were omitted.



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Chairman/Director