

ORDINARY AND SPECIAL RESOLUTIONS

- of -

REVOLUTION BARS GROUP PLC
(the "Company")

Passed on: 22 December 2021

At the Annual General Meeting of the Company held at Revolution Bar, Arkwright House, Parsonage Gardens, Manchester M3 2LF on Wednesday, 22 December 2021, the following resolutions were passed, in the case of each of Resolutions 10 and 11, as an ordinary resolution and in the case of each of Resolutions 12 and 13, as a special resolution:-

ORDINARY RESOLUTIONS

10 **THAT** in accordance with sections 366 and 367 of the Companies Act 2006 (the "**Companies Act**") the Company and all companies that are subsidiaries of the Company at any time during the period for which this resolution has effect are authorised to:-

10.1 make political donations to political parties or independent election candidates or both not exceeding £100,000 in total;

10.2 make political donations to political organisations (other than political parties) not exceeding £100,000 in total; and

10.3 incur political expenditure not exceeding £100,000 in total;

during the period beginning with the date on which this resolution is passed and ending at the end of the next Annual General Meeting of the Company or, if sooner, on 22 March 2023. For the purposes of this resolution, the terms "**political donations**", "**political parties**", "**independent election candidates**", "**political organisations**" and "**political expenditure**" have the meanings given to them by sections 363–365 of the Companies Act.

11 **THAT** the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act to exercise all the powers of the Company to allot:-

11.1 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

11.2 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, 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, 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, on 22 March 2023, but, in each case, 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.

All previous unutilised authorities given to the Directors pursuant to section 551 of the Companies Act shall cease to have effect at the conclusion of this Annual General Meeting, save to the extent that those authorities are exercisable pursuant to section 551(7) of the Companies Act by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date.



SPECIAL RESOLUTIONS

- 12 **THAT**, subject to the passing of Resolution 11 above, the Directors be generally 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 11, as if section 561(1) of the Companies Act did not apply to such allotment. This power shall be limited to the allotment of equity securities:-

12.1 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 11.2 of Resolution 11, 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 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, the requirements of any regulatory body or stock exchange or any other matter; and

12.2 otherwise than pursuant to paragraph 12.1 up to an aggregate nominal amount of £11,502;

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, on 22 March 2023, but so 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 11" were omitted.

- 13 **THAT**, subject to the passing of Resolution 11 above, the Directors be generally empowered, pursuant to section 570 and section 573 of the Companies Act and in addition to any power granted under Resolution 12, to allot equity securities (within the meaning of section 560 of the Companies Act) for cash, pursuant to the authority conferred by Resolution 8, as if section 561(1) of the Companies Act did not apply to any such allotment. This power shall be:-

13.1 limited to the allotment of equity securities up to an aggregate nominal amount of £11,502; and

13.2 used only for the purposes of financing (or refinancing, if the authority 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, on 22 March 2023, but so 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 11" were omitted.

All previous unutilised powers given to the Directors pursuant to sections 570 and 573 of the Companies Act shall cease to have effect at the conclusion of the Annual General Meeting.

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke extending to the right.

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Chairman/Director