

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

-of-

REVOLUTION BARS GROUP PLC
(the "Company")

MONDAY



ACHN949N

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04/12/2023

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COMPANIES HOUSE

At the Annual General Meeting of the Company held at Revolution Bars Group plc Northern Office, 21 Old Street Ashton under Lyne, OL6 6LA, on Thursday 30 November 2023, the following resolutions were passed. Resolution numbered 10 was passed as an ordinary resolution and resolutions numbered 11 and 12 were passed as special resolutions.

ORDINARY RESOLUTIONS

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

10.1 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

10.2 Relevant Securities comprising equity securities (within the meaning of section 560 of the 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 28 February 2025, 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

11 THAT, subject to the passing of Resolution 10 above, the Directors be generally empowered pursuant to section 570 and section 573 of the Companies Act 2006 (the "**Companies Act**") to allot equity securities (within the meaning of section 560 of the Act) for cash, pursuant to the authority conferred by Resolution 10 as if section 561(1) of the Act did not apply to such allotment. This power shall be limited to the allotment of equity securities:-

11.1 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 10.2 of Resolution 10, 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

11.2 otherwise than pursuant to paragraph 11.1 up to an aggregate nominal amount of £23,006;

11.3 otherwise than pursuant to paragraphs 11.1 and 11.2 above, up to an aggregate nominal amount equal to 20% of any allotment of equity securities under paragraph 11.2 above, such power to be used only for the purposes of making a 'follow-on offer' which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of 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 28 February 2025, 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 10" were omitted.

12 **THAT**, subject to the passing of Resolution 10 above, the Directors be generally empowered, pursuant to section 570 and section 573 of the Companies Act 2006 (the "**Companies Act**") and in addition to any power granted under Resolution 11, to allot equity securities (within the meaning of section 560 of the Companies Act) for cash, pursuant to the authority conferred by Resolution 10, as if section 561(1) of the Companies Act did not apply to any such allotment. This power shall be limited to the allotment of equity securities:-

12.1 up to an aggregate nominal amount of £23,005, such power to be used only for the purposes of financing (or refinancing, if the power is to be used within 12 months after the original transaction) a transaction which the Directors determine to be either an acquisition or a specified 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; and

12.2 otherwise than pursuant to paragraph 12.1 above, up to an aggregate nominal amount equal to 20% of any allotment of equity securities under paragraph 12.1 above, such power to be used only for the purposes of making a 'follow-on offer' which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of 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 28 February 2025, 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 10" were omitted.



Director