

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

RESOLUTIONS

-of-

REVOLUTION BARS GROUP LIMITED
(the "Company")

TUESDAY



In accordance with Part 13 Ch 2 Companies Act 2006 (the "Act"), the following resolutions were passed as written resolutions on 16 February 2015

ORDINARY RESOLUTIONS

- 1 That the directors of the Company (the "**Directors**") be authorised to take all steps that may be necessary or desirable in connection with the application for admission of the Company's entire issued share capital to (i) the premium listing segment of the Official List of the Financial Conduct Authority and (ii) trading on London Stock Exchange plc's Main Market for listed securities, becoming effective ("**Admission**"), such Admission to occur on or before 31 March 2015
- 2 That, subject to the passing of Resolution 7 below, the existing 50,000 ordinary shares of £1 00 each in the capital of the Company be subdivided into 50,000,000 ordinary shares of £0 001 each in the capital of the Company ("**Ordinary Shares**")
- 3 That, subject to the passing of Resolution 2 above, the Directors be generally and unconditionally authorised pursuant to s 551 of the Act, in substitution for all prior authorities conferred upon the Directors in respect of the allotment of shares, but without prejudice to any allotments made pursuant to the terms of such authorities, 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 £16,666 67, and further
 - 3 2 Relevant Securities comprising equity securities (within the meaning of s 560 of the Act) up to a maximum aggregate nominal amount of £16,666 67 in connection with an offer by way of a rights issue in favour of holders of Ordinary Shares 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, or the requirements of any regulatory body or stock exchange,

for a period expiring (unless previously revoked, varied or renewed) at the conclusion of the next annual general meeting of the Company or, if sooner, on 15 August 2016, provided 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

- 4 That the Revolution Bars Group plc Performance Share Plan and the Revolution Bars Group plc Share Scheme (the "**Share Schemes**"), the draft rules of which accompany these Written Resolutions respectively marked "A" and "B", be adopted and that such rules be and they are hereby approved in the form of such drafts subject to such amendments thereto as the Directors (or an appropriately constituted committee of the Directors) consider necessary or expedient and any amendments which may be required in order to attain or maintain their tax advantaged nature or for other legal or regulatory reasons
- 5 That the awards of nominal cost options (the "**IPO Awards**") as set out in the remuneration proposal, a copy of which accompany these Written Resolutions marked "C", be and they are hereby approved subject to such amendments thereto as the Remuneration Committee consider necessary or expedient
- 6 That, subject to Resolutions 4 and 5 being passed, the Directors (or an appropriately constituted committee of the Directors) are hereby authorised to do all acts and things which they may consider necessary or expedient for implementing and giving effect to the Share Schemes and the IPO Awards, including (without limitation) sending award certificates to those employees who receive IPO Awards

SPECIAL RESOLUTIONS

- 7 That the Company be re-registered as a public limited company under the Act by the name of Revolution Bars Group plc
- 8 That, subject to the passing of Resolution 7 above, the articles of association attached to these Written Resolutions be approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company
- 9 That, subject to the passing of Resolution 3 above, the Directors be generally empowered pursuant to s 570 and s 573 of the Act to allot equity securities (as defined in s 560 of the Act) for cash, pursuant to the authority conferred by Resolution 3 as if s 561(1) of the Act did not apply to such allotment, provided that this power shall expire (unless previously revoked, varied or renewed) at the conclusion of the next annual general meeting of the Company or, if sooner, on 15 August 2016, and this power shall be limited to the allotment of equity securities
- 9 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 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, or the requirements of any regulatory body or stock exchange, and
- 9 2 otherwise than pursuant to Resolution 9 1 up to a maximum aggregate nominal amount of £2,500,

but the Company may, before expiry of this power, 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 offer or agreement notwithstanding that the power conferred hereby has expired

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

- 10 That, subject to the passing of Resolution 2 above, the Company be generally and unconditionally authorised pursuant to s 701 of the Act to make market purchases (within the meaning of s 693(4) of the Act) of its Ordinary Shares on such terms and in such manner as the Directors shall determine, provided that
- 10 1 the maximum number of Ordinary Shares hereby authorised to be purchased is 7,499,999,
- 10 2 the maximum price which may be paid for each Ordinary Share shall be the higher of (i) 5 per cent above the average of the middle market quotations for an Ordinary Share (as derived from The London Stock Exchange Daily Official List) for the five business days immediately before the day on which the purchase is made and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out or otherwise as stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation (2273/2003/EC) (in each case exclusive of all expenses),
- 10 3 the minimum price which may be paid for each Ordinary Share shall be £0.001 each (exclusive of all expenses), and
- 10 4 this authority (unless previously revoked, varied or renewed) shall expire at the end of the next annual general meeting of the Company or, if sooner, on 15 August 2016, except in relation to the purchase of Ordinary Shares the contract for which was concluded before the expiry of this authority and which will or may be executed wholly or partly after such expiry, where the Company may make a purchase of Ordinary Shares in pursuance of any such contract or contracts
- 11 That general meetings (other than any annual general meeting) of the Company may be called on not less than 14 clear days' notice (provided that this authority shall expire at the end of the next annual general meeting of the Company)


Director/Company Secretary