

Written Resolutions of the Shareholders of the Subsidiary Company

WRITTEN RESOLUTION

OF

BRISTOL CONSPIRACY PUB CO LIMITED (the "Company")

Company Number 9386728

Dated this 15th day of MAY 2023

We, the undersigned, being all the members of the Company who, at the date of this Resolution would be entitled to attend and vote at General Meetings of the Company HEREBY PASS the following Resolution as a Special Resolution and agree that the said Resolution shall, for all purposes be as valid and effective as if the same had been passed by us all at a General Meeting of the Company duly convened and held:-

THAT:-

That the Company hereby approve a share for share exchange and that 8706250 issued shares held by SIMON BARTLETT (1296000 shares), SAM BURROWS (598125 shares), GEORGE FERGUSON (3509000 Shares), GUY NEWELL (836000 Shares), REBECCA NEWELL (836000 Shares), AGENDA MARKETING HOLDINGS LTD (12900000 Shares), THE THREE T'S PUB CO LTD (167000 shares) and TRISTAN HEMBROW (174125 Shares) in the issued share capital of the Company be transferred to BRISTOL BEER FACTORY LIMITED in exchange for the allotment of 8706250 new shares in BRISTOL BEER FACTORY LIMITED. Any Pre-emption rights existing in the Articles of Association shall be disapplied for this transaction.

The shareholders shall be required to transfer their shareholding by the execution of a stock transfer form in favour of BRISTOL BEER FACTORY LIMITED and in return, shares in BRISTOL BEER FACTORY LIMITED shall be allotted as follows:-

- (a) SIMON BARTLETT RECEIVES 1296000 NEW ALLOTTED SHARES IN BRISTOL BEER FACTORY LIMITED IN EXCHANGE FOR HIS SHARES BEING TRANSFERRED TO BRISTOL BEER FACTORY LIMITED;
- (b) SAM BURROWS RECEIVES 598125 NEW ALLOTTED SHARES IN BRISTOL BEER FACTORY LIMITED IN EXCHANGE FOR HIS SHARES BEING TRANSFERRED TO BRISTOL BEER FACTORY LIMITED
- (c) GEORGE FERGUSON RECEIVES 3509000 NEW ALLOTTED SHARES IN BRISTOL BEER FACTORY LIMITED IN EXCHANGE FOR HIS SHARES BEING TRANSFERRED TO BRISTOL BEER FACTORY LIMITED
- (d) GUY NEWELL RECEIVES 836000 NEW ALLOTTED SHARES IN BRISTOL BEER FACTORY LIMITED IN EXCHANGE FOR HIS SHARES BEING TRANSFERRED TO BRISTOL BEER FACTORY LIMITED
- (e) REBECCA NEWELL RECEIVES 836000 NEW ALLOTTED SHARES IN BRISTOL BEER FACTORY LIMITED IN EXCHANGE FOR HER SHARES BEING TRANSFERRED TO BRISTOL BEER FACTORY LIMITED

THURSDAY



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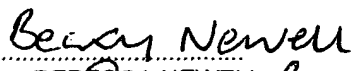
- (f) AGENDA MARKETING HOLDINGS LTD RECEIVES 1290000 NEW ALLOTTED SHARES IN BRISTOL BEER FACTORY LIMITED IN EXCHANGE FOR THEIR SHARES BEING TRANSFERRED TO BRISTOL BEER FACTORY LIMITED
- (g) THE THREE T'S PUB CO LTD RECEIVES 167000 NEW ALLOTTED SHARES IN BRISTOL BEER FACTORY LIMITED IN EXCHANGE FOR THEIR SHARES BEING TRANSFERRED TO BRISTOL BEER FACTORY LIMITED
- (h) TRISTAN HEMBROW RECEIVES 174125 NEW ALLOTTED SHARES IN BRISTOL BEER FACTORY LIMITED IN EXCHANGE FOR HIS SHARES BEING TRANSFERRED TO BRISTOL BEER FACTORY LIMITED

Signature.....
Name SIMON BARTLETT

Signature.....
Name SAM BURROWS

Signature.....
Name GEORGE FERGUSON

Signature.....
Name GUY NEWELL

Signature.....
Name REBECCA NEWELL

Signature.....
Name TRISTAN HEMBROW

Signature.....
Name AGENDA MARKETING HOLDINGS LTD

Signature.....
Name THE THREE T'S PUB CO LTD

FIRST FLOOR
UNIT 12 GREENWAY FARM
BATH ROAD
WICK
BRISTOL, BS30 5RL