Company Number: 12785252

THE COMPANIES ACT 2006

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

THE KEEP SPIRITS CO. LTD

(the "Company")

AAXX94Q9
A08 15/02/2022 #159
COMPANIES HOUSE

Date of Circulation:

31 January

2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("CA 2006"), the directors of the Company (the "Directors") propose that the following resolutions are passed as special resolutions (the "Resolutions").

SPECIAL RESOLUTIONS

- THAT the draft regulations attached to these Resolutions (the "New Articles") be adopted as
 the articles of association of the Company in substitution for, and to the exclusion of, the
 existing articles of association.
- 2. Subject to the passing of Resolution 1, THAT, in accordance with section 551 of the CA 2006, the Directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £11.77 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 1 March 2022. This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.
- 3. Subject to the passing of Resolutions 1 and 2, THAT, in accordance with article 9.2 of the New Articles, the Directors be generally empowered to allot equity securities (as defined by section 560 of the CA 2006), pursuant to the authority conferred by Resolution 1, as if articles 9.2 to article 9.5 of the New Articles did not apply to any such allotment provided that the authority granted by this resolution shall be subject to the below conditions:
 - be limited to the allotment of equity securities up to an aggregate nominal amount of £11.77; and
 - 3.2. expire on 1 March 2022.

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being persons entitled to vote on the above Resolutions on the Date of Circulation, irrevocably vote in favour of them:

Robert Peter Alexander McGregor	2 February 2022 Date:
Samuel Paul Maurice Smith	Date: 2 February 2022

Notes:

- The Resolutions are proposed as special resolutions. This means that members holding 75
 percent or more of the total voting rights of members entitled to vote on the Resolutions must
 vote in favour of them to be passed.
- 2. You can choose to agree to all of the Resolutions or none of them but you cannot agree to some only.
- 3. Unless the Resolutions are passed by a date which is 28 days from the Date of Circulation, they will lapse. If you agree to the Resolutions, please ensure your agreement reaches us before or during this date.
- 4. If you agree with the Resolutions, please indicate your agreement to it by:
 - 4.1. signing and dating this document and returning it to the Company by hand or by post; or
 - 4.2. signing and dating this document where indicated above, and then scanning it and emailing it to Robert McGregor at rob.pa.mcgregor@gmail.com from the email address you have registered with the Company.
- 5. You may not return the Resolutions to the Company by any other method.
- 6. If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 7. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 8. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.