

Company Number: NI000601

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

THE "OLD BUSHMILLS" DISTILLERY COMPANY LIMITED

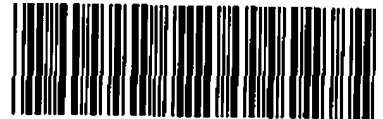
(the Company)

COMPANIES HOUSE

13 MAR 2023

BELFAST

MONDAY



\*JBZ73YHC\*

JNI

13/03/2023

#99

COMPANIES HOUSE

Circulation Date: 10 January 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below are passed as an ordinary and a special resolution respectively (together the **Resolutions**).

#### ORDINARY RESOLUTION

1. Authority to allot

**THAT** in addition to any other authority conferred upon the directors prior to the date of passing of this resolution to allot shares, the directors of the Company be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to allot or grant rights to subscribe for up to 3,000,000 ordinary shares of £1.00 each in the share capital of the Company from time to time, **PROVIDED THAT** this authorisation shall expire, unless sooner revoked or altered by ordinary resolution of the Company, on the expiry of five years from the date of passing of this resolution, save that the Company may before the expiry of this authorisation make an offer or agreement which would or might require shares to be allotted, or rights to be granted, after the expiry of this authorisation and the directors may allot shares, or grant rights, in pursuance of any such offer or agreement as if the authorisation conferred hereby had not expired.

#### SPECIAL RESOLUTION

2. Disapplication of pre-emption rights

**THAT**, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the directors of the Company be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment.

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

## AGREEMENT

WE THE UNDERSIGNED, being the members of the Company on the Circulation Date, HEREBY IRREVOCABLY AGREE to the Resolutions.

DocuSigned by:

Salvador Rizo

CB334734060F420...

For and on behalf of JC Overseas Ltd

Dated: 10 January 2023

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## NOTES

1. To signify your agreement to the Resolutions you should sign and date this document where indicated above and return it to the Company using the following delivery method:

- a. **BY EMAIL:** Attaching a scanned copy of the signed document to an email and sending it to [cmcgurk@algoodbody.com](mailto:cmcgurk@algoodbody.com). Please type 'Written Resolutions dated 9 January 2023' in the email subject box.

If there are no resolutions you agree with, you do not need to do anything. You will not be deemed to agree if you fail to reply.

2. Once you have signified your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, by the date that is 28 days after the date of circulation of this document, sufficient agreement has been received for the Resolutions to pass, it will lapse.
4. If you are signing this document on behalf of a person under a power of attorney or other authority, please attach a copy of the relevant power of attorney or authority when returning this document.