

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
MORRISON GLASGOW DISTILLERS LIMITED
(Registered Number: SC426476)
(the "Company")

Circulation Date: 30 June 2020 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that the resolutions below be passed as ordinary resolutions (the "**Resolutions**") by way of written resolutions of the Company:

ORDINARY RESOLUTIONS

1. THAT the directors of the Company (the "**Directors**") be hereby generally and unconditionally authorised to allot, in accordance with section 551 of the Act, shares in the Company (regardless of whether such shares are A ordinary shares or B ordinary shares of £0.50 each in the capital of the Company or as otherwise provided in the Articles) (the "**Shares**") or grant rights to subscribe for, or to convert any security into, Shares ("**Rights**") up to a maximum aggregate amount of £1,849,997.50 (comprising 1,719,542 A ordinary shares of £0.50 each and 1,980,453 B ordinary shares of £0.50 each), in each case, carrying the rights and being subject to the restrictions set out in the Articles, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date being five years from the date on which this resolution is passed but the Company may, before this authority expires, make an offer or agreement which would or might require such Shares to be allotted or Rights to be granted after this authority expires and the Directors may allot such Shares or grant Rights pursuant to such offer or agreement as if this authority had not expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with the Act but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities; and
2. THAT, subject to the passing of resolution 1 and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 1, as if section 561(1) of the Act did not apply to any such allotment and, save as provided, subject to the provisions of the Articles and the Act.


AGREEMENT

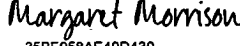
Please read the notes at the end of this document before signifying your agreement to the Resolutions.


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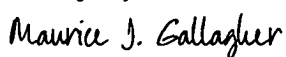
We, the undersigned, being the persons entitled, as at the Circulation Date, to vote on the Resolutions hereby irrevocably agree to the Resolutions.

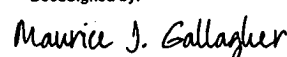
DocuSigned by:

Stanley Walker Morrison
Date: 01 July 2020 | 12:07 BST

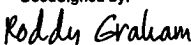
DocuSigned by:

Margaret Morrison
Date: 01 July 2020 | 12:03 BST

DocuSigned by:

Stanley Andrew Morrison
Date: 01 July 2020 | 11:52 BST

DocuSigned by:

Caroline Morrison
Date: 01 July 2020 | 19:34 BST

DocuSigned by:

Maurice J. Gallagher, Jr, Trustee of
Priddy Grandchildren's 2017 Trust
Date: 02 July 2020 | 14:56 PDT

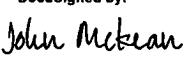
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Maurice Gallagher, Jr.
Date: 02 July 2020 | 14:56 PDT

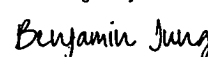
DocuSigned by:

Roddy Graham
Date: 30 June 2020 | 08:01 PDT

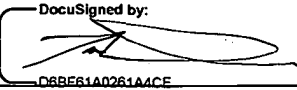
Authorised signatory for and on behalf of
Scottish Enterprise
Date:

Scott Grier
Date:

Eva Balfe
Date:


DocuSigned by:

John McKean
Date: 01 July 2020 | 13:26 BST

DocuSigned by:

Benjamin Jung
Date: 01 July 2020 | 22:51 BST

DocuSigned by:

C6BFE61A0261A4CE

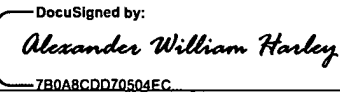
Timothy Devlin

Date: 30 June 2020 | 14:48 PDT

DocuSigned by:

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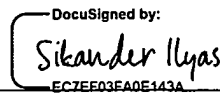
Thomas Devlin

Date: 30 June 2020 | 20:17 BST

DocuSigned by:

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Alexander William Harley

Date: 02 July 2020 | 07:56 BST

DocuSigned by:

EC7EE03FA0E143A

Sikander Ilyas

Date: 01 July 2020 | 01:58 BST

NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.

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.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. The Resolutions will lapse if a sufficient level of shareholder agreement to the passing of the Resolutions has not been received on or by the expiry date of the period of 28 days beginning on the Circulation Date. If you agree to the Resolutions, please ensure that your agreement reaches us before or during that date.
4. 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.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

We, the undersigned, being the persons entitled, as at the Circulation Date, to vote on the Resolutions hereby irrevocably agree to the Resolutions.

Stanley Walker Morrison

Date:

Margaret Morrison

Date:

Stanley Andrew Morrison

Date:

Caroline Morrison

Date:

Maurice J. Gallagher, Jr, Trustee of
Priddy Grandchildren's 2017 Trust

Date:

Maurice Gallagher, Jr.

Date:

Roddy Graham

Date:

Authorised signatory for and on behalf of
Scottish Enterprise

Date:



Scott Grier

Date:

Eva Balfe

Date: June 30, 2020

John McKean

Date:

Benjamin Jung

Date:

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Caroline Morrison

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Date:

Maurice Gallagher, Jr.


Date:

Roddy Graham

Date:

Authorised signatory for and on behalf of
Scottish Enterprise

Date:



Scott Grier

Date:

1st July 2020

Eva Balfe

Date:

John McKean

Date:

Benjamin Jung

Date:

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Margaret Morrison

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Stanley Andrew Morrison

Date:

Caroline Morrison

Date:

Maurice J. Gallagher, Jr, Trustee of
Priddy Grandchildren's 2017 Trust

Date:

Maurice Gallagher, Jr.

Date:

Roddy Graham

Date:

Moireen Thorne

Authorised signatory for and on behalf of
Scottish Enterprise

Date: 1 July 2020

Scott Grier

Date:

Eva Balfe

Date:

John McKean

Date:

Benjamin Jung

Date: