

Company number: 00026018

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

MOLSON COORS BREWING COMPANY (UK) LIMITED
(the "Company")

Circulated on 28th March 2018 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that the following resolutions are passed as ordinary and special resolutions of the Company as specified below (the "**Resolutions**").

ORDINARY RESOLUTIONS

1 **AUTHORISED SHARE CAPITAL**

THAT, that authorised share capital shall be increased by \$1.00 by the creation of 100 ordinary shares of \$0.01 each in the capital of the Company.

2 **AUTHORITY TO ALLOT**

3 **THAT**, the directors be generally and unconditionally authorised for the purposes of section 551 of the Act, article 3 of the articles of association, or otherwise, to allot shares in the Company or grant rights to subscribe for or to convert any rights into shares in the Company ("**Rights**") up to an aggregate nominal value of \$1.00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the Circulation Date save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

SPECIAL RESOLUTION

4 **THAT**, any and all pre-emption rights to which the shareholder of the Company may be entitled to, however arising (including, but not limited to, under the Company's articles of association or the Act) in respect of the allotment and issue of up to 100 ordinary shares of \$0.01 each in the capital of the Company are hereby waived or otherwise disappplied.

FRIDAY

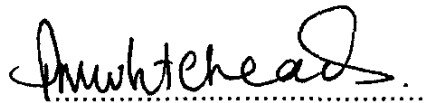


AGREEMENT

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

The undersigned, being the sole shareholder of the Company, having the right to attend and vote on the Resolutions, hereby irrevocably agree to the Resolutions:

Signed for and on behalf
of **Molson Coors Holdings Limited:**
(Deferred Ordinary Shares)
(Ordinary Shares)



Date:

29/03/18

NOTES

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - (a) **By hand:** delivering the signed copy to Lauren Cope at Squire Patton Boggs (UK) LLP,
 - (b) **Post:** returning the signed copy by post to Lauren Cope at Squire Patton Boggs (UK) LLP, or
 - (c) **Email:** emailing the signed copy to Lauren Cope of Squire Patton Boggs (UK) LLP at lauren.cope@squirepb.com

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 Unless, within 28 days of the circulate date of the Resolutions, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this 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.