

Accolade Wines Limited

**Company Number: 00137407
(the "Company")**

Written Resolutions of Accolade Brands Europe Limited, a company incorporated under the laws of England and Wales, having its registered office at Thomas Hardy House, 2 Heath Road, Weybridge, Surrey, KT13 8, company number 05586122, acting as the sole Member of the Company

Circulation Date: 10 July 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions 1 to 7 are passed as ordinary resolutions and resolution 8 is passed as a special resolution (the "**Resolutions**").

In these written resolutions, unless the context otherwise requires, words and expressions used shall have the meaning given to them in the draft minutes of a meeting of the Board of Directors of the Company appended to these written resolutions at Annex I.

ORDINARY RESOLUTIONS

We, being all those members entitled to attend and vote at meetings of the Company convened for the purpose of passing or sanctioning the following resolutions, hereby resolve unanimously in accordance with Chapter 2 of Part 13 of the Companies Act 2006 as follows:

- 1** **That** the terms of and transactions contemplated by the Documents and any ancillary documents to such documents (in each case with such amendments and modifications as any director may in their absolute discretion approve) are hereby approved.
- 2** **That** it would promote the success of the Company for the benefit of its members as a whole and be to the further benefit and advantage of the Company to enter into the documents and proposed transactions contemplated in the resolutions of the board of directors of the Company in the form attached hereto including the guarantee as set out in the Senior Facilities Agreement and the Intercreditor Agreement.
- 3** **That** the Company execute, deliver and perform its obligations under the Documents.
- 4** **That** the directors of the Company be and hereby are empowered, authorised and directed to approve the terms of and enter into the Documents and any notices to be signed and/or despatched by it under or in connection with the Documents and any related document on such terms as they may, in their absolute discretion, deem fit.
- 5** **That** the Company be and is hereby authorised to execute, deliver and perform any other documents (the "**Further Documents**") and to do all other acts or things as may be necessary to either (a) give effect to the Documents or which might otherwise be desirable in connection therewith or (b) give effect to the transactions contemplated by the Documents or which might otherwise be desirable in connection therewith.
- 6** **That** the directors are instructed to take any action in connection with the negotiation, execution, delivery and performance of the Documents and any related document as they shall deem necessary or appropriate.

- 7** **That** these resolutions have effect notwithstanding any provisions of the Company's articles of association.

SPECIAL RESOLUTION

- 8** **That**, in accordance with section 21 of the Companies Act 2006, the amended articles of association, in the form of attached to Annex II these Resolutions, be approved and adopted in substitution for, and to the exclusion of, the Company's existing articles of association.

ANNEX I
DRAFT BOARD MINUTES

ANNEX II
AMENDED ARTICLES OF ASSOCIATION

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolutions on 10 July 2018, hereby irrevocably agrees to the Resolutions:

Signed by Anthony Wood

A handwritten signature in black ink, appearing to read 'A Wood', is written over a horizontal dotted line.

Date:

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:
 - **By Hand:** delivering the signed copy to Karen McMonagle at Accolade Wines Limited, Thomas Hardy House, 2 Heath Road, Weybridge, Surrey, England, KT13 8TB.
 - **Post:** returning the signed copy by post to Karen McMonagle at Accolade Wines Limited, Thomas Hardy House, 2 Heath Road, Weybridge, Surrey, England, KT13 8TB.
 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to Karen.mcmonagle@carlyle.com with copy to natalia.quiroga@linklaters.com. Please enter "*Written resolutions of Accolade Wines Limited*" in the e-mail subject box.
- 2 If you have received the Resolutions by e-mail you may also indicate your agreement by replying to the original e-mail containing the Resolutions. For your agreement to be valid you must state your name and that you irrevocably agree to the Resolutions.
- 3 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.
- 4 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 5 Unless, by midnight on the date falling 28 days after the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before this time.
- 6 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.
- 7 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.

The Resolutions were passed as ordinary resolutions and special resolutions (as applicable) on 10 July 2018, the signatory being the sole member of the Company.

.....


Director of Accolade Brands Europe Limited