

COMPANIES ACT 2006  
SPECIAL RESOLUTION

Company number: 02281640

Company Name: Naked Wines plc

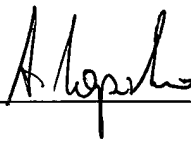
On the 5<sup>th</sup> day of August 2021, the following special resolution was agreed and passed by the members:

**Company's authority to purchase its own shares (Resolution 10)**

That the Company be generally and unconditionally authorised pursuant to section 701 of the Companies Act 2006 (the "Act") to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 7.5p each in the capital of the Company (the "Ordinary Shares") on such terms and in such manner as the Directors shall determine, provided that:

- (a) the maximum aggregate number of Ordinary Shares that may be purchased under this authority is limited to 7,316,148;
- (b) the minimum price which may be paid for each Ordinary Share purchased under this authority (exclusive of any expenses payable by the Company in connection with the purchase) shall be 7.5p;
- (c) the maximum price which may be paid for each Ordinary Share purchased under this authority (exclusive of any expenses payable by the Company in connection with the purchase) is an amount equal to the higher of:
  - i 105 per cent. of the average of the middle-market quotations for an Ordinary Share as derived from the AIM Appendix to the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the date on which that Ordinary Share is purchased; and
  - ii an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out;
- (d) this authority shall expire at the conclusion of the next annual general meeting of the Company after the date of the passing of this resolution, or, if earlier, on 01 October 2022, unless previously revoked, varied or renewed; and
- (e) the Company may make a contract to purchase Ordinary Shares under this authority before its expiry which will or may be executed wholly or partly after the expiry of this authority and may make a purchase of Ordinary Shares pursuant to any such contract as if such authority had not expired.

Certified as a true copy of the original

  
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TUESDAY



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10/08/2021

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COMPANIES HOUSE

Alex Iapichino  
Company Secretary

Naked Wines plc  
Registered office: The Union Building, 51-59 Rose Lane, Norwich NR1 1BY

06 August 2021