

Written Resolutions of the Member

Company No 02747130

Written Resolutions of Instil Drinks Company Limited (the "Company")

Circulation Date 3rd November 2014

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, it is proposed that the following resolutions (the "Resolutions") be passed, Resolution 1 as an Ordinary Resolution and Resolution 2 as a Special Resolution

ORDINARY RESOLUTION

- 1 THAT the business conducted at the meeting of the directors of the Company on [3] November 2014 at which these Resolutions were proposed be ratified and hereby approved, 13

SPECIAL RESOLUTION

- 2 THAT the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association 1

Please read the Notes below before signifying your agreement to the Resolutions

The undersigned, being the sole "eligible member" (as defined in Section 289 of the Companies Act 2006) and entitled to vote on the Resolutions on the circulation date specified above, hereby irrevocably agrees to the Resolutions


For and on behalf of Bbendum Wine Limited

Dated 4th November 2014

THURSDAY



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COMPANIES HOUSE

Minutes of Director's Board Meeting

Instil Drinks Company Limited (Co no. 02747130) (the "**Company**")

Minutes of Board Meeting

Minutes of a Meeting of the Board of Directors of the Company duly convened, held and constituted on 4 November 2014 at 113 Regents Park Road, London NW1 8UR at 9 am

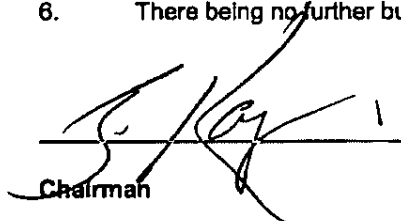
Present James Kowszun

Michael Saunders

- 1 James Kowszun took the Chair and declared that a quorum was present
- 2 It was noted that the officers of the Company were not able to locate the constitutional documents of the Company and further that these documents were not available online at Companies House
- 3 It was noted that the directors proposed that the Company adopt new articles of association and that the conduct of the directors at this meeting be ratified by way of ordinary resolution of the sole member of the Company to ensure that the meeting was not affected by any possible procedural irregularity
- 4 There was produced to the meeting a written resolution containing the following resolutions (the "**Written Resolution**")
 - Ordinary resolution**
 - 4 1 **THAT** the business conducted at this meeting be ratified and hereby approved,
 - Special resolution**
 - 4 2 **THAT** the draft articles of association as produced to this meeting be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association
 - 4 3 **IT WAS RESOLVED** that the Written Resolution be approved and that the secretary be instructed to arrange for the Written Resolution to be sent forthwith to the sole member of the Company
 - 4 4 The meeting was then adjourned
 - 4 5 Upon resumption of the meeting it was noted that the Company had received authenticated documents from the sole member of the Company signifying its agreement to the Written Resolution and, accordingly, the resolution set out in the Written Resolution had been duly passed

5 Accordingly it was resolved that the secretary be and is hereby instructed to file the articles of association adopted by the Company with the Registrar of Companies together with a copy of the Written Resolution and to update the Company's statutory books and records as appropriate

6. There being no further business, the meeting was concluded


Chairman

Company Number 02747130

A Private Company Limited by Shares

**Articles of Association of Instil Drinks
Company Limited**

(Adopted by Special Resolution on 4 November 2014)

A handwritten signature in black ink, appearing to be 'SK' with a small mark to the right.

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Company No 02747130

A Private Company Limited by Shares

Articles of Association of Instil Drinks Company Limited

(Adopted by Special Resolution on 4 November 2014)

1. Interpretation

1.1 In these Articles, unless the context requires otherwise

"Act" means the Companies Act 2006, as amended, extended, consolidated or re-enacted from time to time,

"Business Day" means a day (other than a Saturday or Sunday) when clearing banks are open for general business in London,

"electronic means" has the meaning given in Section 1168 of the Act, and

"Model Articles" means the model articles for private companies limited by shares set out at Schedule 1 to The Companies (Model Articles) Regulations 2008 (SI 2008/3229) as in force on the date when these Articles become binding on the Company, and reference to a numbered Model Article is to the relevant article of the Model Articles

1.2 In these Articles, unless the contrary intention appears, any reference to the singular includes the plural and vice versa and reference to any gender includes the other genders

2. Applicability of Model Articles

2.1 The Model Articles apply to the Company save as inconsistent with these Articles

2.2 Save as otherwise provided in these Articles, words and expressions which have particular meanings in the Model Articles have the same meanings in these Articles

3. Decision-making by directors

3.1 Decisions of the directors must

(a) be a majority decision taken at a directors' meeting, or

(b) take the form of a resolution in writing, copies of which have been signed by a majority of eligible directors or to which a majority of eligible directors has otherwise indicated agreement in writing, provided that the eligible directors signing or indicating agreement to the resolution would have formed a quorum at a directors' meeting

3.2 References in Article 3.1(b) to eligible directors are to directors that would have been entitled to vote on the matter and have their votes counted if it had been proposed as a resolution at a directors' meeting.

3.3 Model Articles 7(1) and 8 do not apply

- 3 4 Notice of a directors' meeting (or any adjournment thereof) given to a director by electronic means, if sent to an electronic address provided by the director for the purpose, is deemed to have been received by the director one hour after it was sent
- 3 5 Entitlement to notice of a directors' meeting may be waived by a director by giving notice to that effect to the Company at any time before or after the meeting and such waiver does not affect the validity of the meeting or of any business conducted at it Model Article 9(4) does not apply
- 3 6 Directors may participate in a directors' meeting by means of a conference telephone, video conferencing facility or similar communications equipment which allows all persons participating in the meeting to hear each other If all the directors participating in a meeting are not in the same place, the meeting is to be treated as taking place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting is Model Article 10 does not apply
- 3 7 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on except a proposal to call another meeting The quorum for a directors' meeting is two directors Model Article 11 does not apply
- 4. Directors' interests**
- 4 1 A director, notwithstanding his office and that in this situation he has, or can have, a direct or indirect interest or duty that conflicts, or possibly may conflict, with the interests of the Company, may be
- (a) appointed as director of the Company by notice in writing by any shareholder in accordance with these Articles,
 - (b) a shareholder or an employee or director or other officer of, or otherwise engaged by or interested in, any shareholder,
 - (c) an employee or director or other officer of any subsidiary of the Company or any body corporate in which the company is otherwise interested,
 - (d) a beneficiary of any trust or trusts established for the benefit of employees and directors or former employees and directors of the Company
- 4 2 The directors shall have power, in accordance with this Article 4, to authorise (an "Authorisation") any other matter which would or might give rise to any breach of the duty of a director under Section 175 of the Act to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company For this purpose any reference to a conflict of interest includes a conflict of interest and duty and a conflict of duties
- 4 3 An Authorisation may be proposed to and resolved on by the directors in accordance with these Articles in the same way as any other matter but shall only be effective where
- (a) reasonable details of the matter or situation to which the Authorisation relates were disclosed to the directors, and
 - (b) in accordance with Section 175(6) of the 2006 Act, any requirement as to the quorum at the meeting at which the Authorisation is considered is met without counting the director in question or any other interested director and the Authorisation was agreed to without their voting or would have been agreed to if their votes had not been counted

- 4.4 An Authorisation may be given subject to such terms and conditions as the directors may determine at their absolute discretion (including as to the period, extent and scope of the Authorisation, participation by the director in question in the decision making process where a decision of the directors is concerned with the matter to which the Authorisation relates and the disclosure and use of confidential information)
- 4.5 The directors may revoke or vary an Authorisation at any time, but this shall not affect anything previously done or omitted to be done by the relevant director in accordance with the terms of the Authorisation
- 4.6 A director shall not be in breach of any duty he owes to the Company by virtue of the fact that pursuant to the terms of an Authorisation (for so long as he reasonably believes the matter to which the Authorisation relates subsists) he
- (a) absents himself from meetings of the directors or other proceedings of the directors at which the matter to which the Authorisation relates will or may be discussed, or
 - (b) makes arrangements not to receive, or refrains from considering, any documents relating to the matter to which the Authorisation relates, or makes arrangements for a professional adviser to receive any such documents on his behalf
- 4.7 A director may from time to time disclose to any shareholder who has appointed him such information concerning the business and affairs of the Company as he sees fit
- 4.8 A director is not required to disclose to the Company any confidential information he obtains in any capacity described in Article 4.1(b) or 4.1(c) or in relation to any matter to which an Authorisation relates, or to apply any such information in performing his duties as a director of the Company, if to do so would result in a breach of a duty or obligation of confidence owed by him
- 4.9 A director shall not be liable to account to the Company for any remuneration, profit or other benefit he derives directly or indirectly as a result of any situation described in Article 4.1 or (save as provided by the Authorisation) resulting from any matter to which any Authorisation relates, and no contract shall be liable to be avoided on the grounds of any such remuneration, profit or benefit
- 4.10 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Company in which a director is interested, that director is to be counted as participating in the decision making process for quorum and voting purposes (i) if his conflict of interest arises only from a situation described Article 4.1 or (save as provided by the Authorisation) out of any matter to which any Authorisation relates or (ii) if he has declared the nature and extent of his interest to the other directors at a directors' meeting or by notice in writing in accordance with section 184 of the Act or by general notice in accordance with section 185 of the Act. Model Article 14 is modified accordingly

5. Appointment and removal of directors

- 5.1 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director by notice to the Company by a shareholder holding a majority of the total voting rights of all the shareholders having the right to vote at general meetings
- 5.2 A shareholder holding a majority of the total voting rights of all the shareholders having the right to vote at general meetings may by notice to the Company remove from office any director (whether or not such director was appointed under Article 5.1)

5 3 Any appointment or removal of a director under Articles 5 1 or 5 2 must be made by notice in writing to the Company and takes effect on delivery to the registered office of the Company or at any directors' meeting or any later date specified in the notice

5 4 These provisions apply in addition to Model Articles 17 and 18

6. Alternate directors

Articles 13(3), 15 and 25 to 27 (inclusive) of the model articles for public companies limited by shares, set out at Schedule 3 to The Companies (Model Articles) Regulations 2008 (SI 2008/3229), as in force on the date when these Articles become binding on the Company apply to the Company

7 Payment of dividends and other distributions

7 1 In Model Article 30(4), the words "the terms on which shares are issued" are replaced with "the rights attached to any shares"

7 2 In Model Articles 31(1)(a) to (c) (inclusive), the words "either" and "or as the directors may otherwise decide" are deleted, and in Model Article 31(d) the words "either" and "or by such other means as the directors decide" are deleted

7 3 In Model Article 32(a), the words "the terms on which the share was issued" are replaced with "the rights attached to the share".

8 Administrative arrangements

8 1 Any communication by any shareholder to any other shareholder under these Articles may be sent in any way in which the Company may from time to time send or supply anything to that other shareholder under Model Article 48(1)

8 2 Anything sent or supplied by the Company to a shareholder, or by a shareholder to the Company, under and in accordance with the Act, or by the Company or a shareholder under and in accordance with these Articles, is deemed to have been received by the intended recipient

(a) If sent by post within the United Kingdom and the sender or supplier is able to show that it was properly addressed, prepaid and posted, two Business Days after it was posted,

(b) If sent by post from outside the United Kingdom to an address inside the United Kingdom, or from inside the United Kingdom to an address outside the United Kingdom, and the sender or supplier is able to show that it was properly addressed, prepaid and posted, five Business Days after it was posted,

(c) If sent or supplied by electronic means and the sender or supplier is able to show that it was properly addressed, one hour after it was sent

8 3 A shareholder is entitled to inspect any of the company's accounting or other records Model Article 50 does not apply.