

Company Number: 2865761

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

COTT RETAIL BRANDS LIMITED (the Company)

17 August 2010

FRIDAY



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 to 3 below be passed as special resolutions (the "**Resolutions**")

- 1 **THAT** the authorised share capital of the Company be increased from £100,000,000 to £130,000,000 by the creation of 30,000,000 ordinary shares of £1 each to rank pari passu in all respects with the existing ordinary shares of £1 each in the capital of the Company
- 2 **THAT** for the purposes of Section 551 of the Companies Act 2006, the Directors are authorised generally and unconditionally to allot without the authority of the Company in general meeting the following shares at any time or times from the date of adoption of these Articles until the date occurring five years after such date -

(a) 60,190,080 Ordinary Shares of £1 each,

The aforesaid authority may be revoked or varied by the Company in general meeting and may be renewed by the Company in general meeting for a further period not exceeding five years. The Company may make any offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired and the Directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding the expiry of this authority. In this paragraph, references to the allotment of shares shall include the grant of rights to subscribe for, or to convert any security into shares.

- 3 **THAT** the Articles of Association of the Company be and are hereby altered by deleting the existing Article 2 and substituting it therefore for the following new Article 2

"2 The share capital of the Company as at 17 August 2010 is £130,000,000 divided into 130,000,000 ordinary shares of £1 each "

AGREEMENT

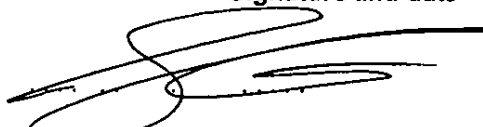
Please read the notes at the end of this document before signifying your agreement to the Resolutions

The undersigned, being the sole person entitled to vote on the above Resolutions on 17 August 2010, hereby irrevocably agrees to the Resolutions

Name of shareholder

Signature and date

BCB European Holdings Limited



Gregory N Leiter
17 AUGUST 2010

NOTES

- 1 You can choose to agree to all the Resolutions or none of them but you cannot agree to only one of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated opposite your name 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 Unless, within 28 days of the date of the Resolutions, you have agreed to the Resolutions, they 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.