

Company Number: 03699814

THE COMPANIES ACT 2006

PUBLIC COMPANY

LIMITED BY SHARES

COPY RESOLUTION

OF

HALEWOOD WINES AND SPIRITS PLC

(the "Company")

MONDAY



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07/08/2017

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COMPANIES HOUSE

At a general meeting of the Company duly convened and held on 2 August 2017
at 8.35 am on at Castle Chambers, 43 Castle the following resolution was duly
passed as a special resolution: Street, Liverpool, L2 9TL

Special Resolution

1. That the articles of association (which were adopted by special resolution of the members of the Company dated 3 August 2016) (the "**Articles**") be amended by:
 - 1.1 adding the words "and Article 72.2" after the words "Subject to Article 4.11" at the start of Article 4.6 of the Articles;
 - 1.2 adding the words "above that aggregate of 5% of the aggregate number of votes that may be cast by all the Shareholders" after the words "additional voting rights" and before the words "by virtue of holding more than one class of Employee Shares" in the sixth line of Article 4.6 of the Articles;
 - 1.3 adding the following new sentence at the end of Article 72.2 "In the event that a deceased member holding B Ordinary Shares, C Ordinary Shares and/or D Ordinary Shares has more than one Transmitttee, the voting rights attached to all such Shares of which he was the holder (being 5% of the aggregate number of votes that may be cast by all the Shareholders) shall be exercisable by his Transmitttees pro rata to the number of his Shares of which each becomes the holder.";
 - 1.4 deleting Article 31.5A of the Articles (which was inserted into the Articles by a special resolution of the members of the Company dated 23 February 2017) in its entirety.

Director