

COMPANY NUMBER 03978908

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

ENGLISH WINES PLC (Company)

Passed Date: 3 June 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolution was passed as a special resolution at a general meeting of the Company on 3 June 2021.

1. ARTICLES OF ASSOCIATION

THAT, in accordance with section 318 of the Companies Act 2006, the Articles of Association (**Articles**) shall be deemed to be amended by inserting a new Article 7.6 as follows:

7.6 "Notwithstanding anything contained in this Article 7, whenever the Company only has one member, the quorum for general meetings shall be one member present in person or by proxy."

THAT, a new article 19 shall be inserted into the Articles as follows:

19. "SECURED INSTITUTIONS

19.1 *Notwithstanding anything contained in these articles:*

19.1.1 *any pre-emption rights conferred on existing members by these articles or otherwise shall not apply to, and*

19.1.2 *the directors of the Company shall not decline to register, nor suspend the registration of, any transfer of shares where such transfer is:*

- (a) in favour of any bank or institution (or any nominee or nominees of such bank or institution) to whom such shares are being transferred by way of security; or*
- (b) duly executed by any such bank or institution (or any such nominee or nominees) to whom such shares shall (including any further shares in the Company acquired by reason of its holding of such shares) have been transferred as aforesaid, pursuant to the power of sale under such security; or*

- (c) *duly executed by a receiver or manager appointed by or on behalf of such bank or institution pursuant to any security document which creates any security interest over such shares;*
- 19.1.3 *a certificate by any official of such bank or institution or any such receiver that the shares are or are to be subject to such a security and that the transfer is executed in accordance with the provisions of this Article shall be conclusive evidence of such facts; and*
- 19.1.4 *any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank or financial institution or which are transferred in accordance with the provisions of this Article."*

SIGNED by **RICHARD WOODHOUSE** for and on
behalf of **ENGLISH WINES PLC**

.....

Director