

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF CARLSBERG UZBEKISTAN LIMITED

("THE COMPANY")

(COMPANY NUMBER 07135532)

20 DECEMBER 2017

Pursuant to Chapter 1 and Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolutions are passed as a Written Resolution:

SPECIAL RESOLUTION

1. THAT, the share premium account of the Company be reduced by €28,013,000 followed by a reduction of the share capital of the Company by €62,704,999 from €62,705,000 to €1.
2. THAT, the reserves so created from the reduction of share capital and reduction to the share premium account, shall be treated as realised profit.
3. THAT, provided sufficient approval is obtained within fifteen (15) days of the date of the Directors Solvency Statement being made, the reduction of the share premium account followed by a reduction in the share capital to €1, be approved. A copy of the Directors Solvency Statement prepared in connection with the reduction of the share premium account in accordance with section 642(2) of the Act and attached as Schedule 1 has been considered by the shareholders.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolution.

The undersigned, a person entitled to vote on the above resolutions on 20 DECEMBER 2017, hereby irrevocably agrees to the Special Resolution:

Signed by

Name of Shareholder Central Bottling Company Limited

Date

20/12/2017

**THE CENTRAL BOTTLING
COMPANY LTD**

SATURDAY



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A18

23/12/2017

#288

COMPANIES HOUSE

SCHEDULE 1

Director's Solvency Statement

CARLSBERG UZBEKISTAN LIMITED

(the "Company")

Company Number 07135532

SOLVENCY STATEMENT UNDER SECTION 643 OF THE COMPANIES ACT 2006 (CA 2006) MADE ON 19 DECEMBER 2017

We, the directors named below (being all of the directors of the Company as at the date of this statement), make the following statement under section 643 of the CA 2006 for the purposes of section 642 of the CA 2006.

Having taken into account all of the Company's liabilities (including any contingent or prospective liabilities), we have formed the opinion that:

- As regards the Company's situation as at the date of this statement, there is no ground on which the Company could then be found to be unable to pay (or otherwise discharge) its debts.
- The Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of this statement.

Signed by
Yoav Asher Nachshon

19/12/2017
Date

Signed by
Aran Ernest Oelsner

19/12/2017
Date

