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A27 \*A793NDUO\*  
29/06/2018 #61  
COMPANIES HOUSE

Company number 08471474

**PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION**

of

**HOP STUFF BREWERY LIMITED ("Company")**

.....20th February.....2018 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("CA 2006"), the directors of the Company ("**Directors**") propose that the following resolutions are passed as ordinary and special resolutions as specified ("**Resolution**").

**ORDINARY RESOLUTIONS**

**1) Subdivision**

That the A Ordinary Shares of £0.00001 each in the issued share capital of the Company be subdivided into A Ordinary Shares of £0.000001 each in the capital of the Company, with the rights and restrictions set out in the Company's articles of association.

**2) Authority to Allot**

That, in accordance with section 551 of the CA 2006, the Directors be generally and unconditionally authorised to allot A Ordinary Shares and B Investment Shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £5.820091 provided that this authority shall, unless renewed, varied or revoked by the Company, expire 12 months after the date of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This resolution shall become effective on the receipt of the relevant subscription monies and should any of the investors fail to advance their subscription monies, the relevant shares shall not be allotted to that investor and the number of shares allotted shall be adjusted down accordingly or reallocated to an alternative investor on the same terms as that of the original. This authority revokes and replaces all unexercised authorities previously granted to the Directors.

**SPECIAL RESOLUTION**

**3) Disapplication of Pre-Emption Rights**

That, subject to the passing of resolution 2 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 2, as


if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall be limited to the nominal amount and time period specified in resolution 2 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

## AGREEMENT

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


The undersigned, being persons entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution:

Signed by .....Nicholas J Yeomans .....  
*Print Name*

  
.....  
*Signature*

Date: 20<sup>th</sup> February 2018

Signed by .....Emma Wheatley.....  
*Print Name*

  
.....  
*Signature*

Date: 20<sup>th</sup> February 2018

Signed by .....  
*Print Name* *Signature*

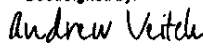
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Signed by .....  
*Print Name* *Signature*

Date: .....

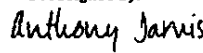
Signed by .....  
Andrew Veitch  
Print Name

Date: .....

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Signature  
2/23/2018

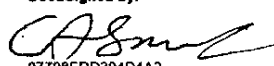
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Anthony Jarvis  
Print Name

Date: .....

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Signed by .....  
Carl Smeaton  
Print Name

Date: .....

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97708E0D2B4D4A2  
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25/02/2018

Signed by .....  
christopher smith  
Print Name

Date: .....

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2/23/2018


Signed by .....  
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Signature


Signed by .....  
Colin Brown  
Print Name

Date: .....

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2/23/2018

Signed by .....  
David Carmalt  
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Date: .....

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2/23/2018

Signed by David Carrington

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David Carrington

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Signature

23/02/2018

Signed by  
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Signed by Gregory Jones

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Gregory Jones

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23/02/2018

Signed by Helen Daniel-Young

Print Name

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Helen Daniel-Young

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23/02/2018

Signed by Ian Brown

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Ian Brown

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2/23/2018

Signed by Jack Collier

Print Name

Date:

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Jack Collier

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Signature

2/24/2018

Signed by .....  
Print Name Signature

Date: .....

Signed by James Sheepwash .....  
Print Name Signature

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Signed by Jonathan Cohen .....  
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Signed by Jonathan Histed .....  
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Signed by Kevin Connell .....  
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Signed by Matt Doughty .....  
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Signed by Michael Kirk .....  
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Signed by Morgan Wirth .....  
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Signed by Neil Chilcott .....  
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Signed by Phil Woodhead .....  
Print Name Signature

Date: 2/25/2018 .....

Signed by Richard Newberry .....  
Print Name Signature

Date: 2/25/2018 .....

Signed by Richard Southcott .....  
Print Name Signature

Date: 25/02/2018 .....

Signed by Robert Edwards .....  
Print Name Signature

Date: 23/02/2018 .....

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Signed by .....  
*Print Name* *Signature*

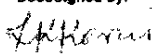
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*Print Name* *Signature*

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Signed by 1alji Kunverji Kerai .....  
*Print Name* *Signature*

Date: .....  
2/23/2018

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.....  
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Signed by .....  
*Print Name* *Signature*

Date: .....

## NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:

**By hand:** delivering the signed copy to Nicholas James Yeomans at the Company's registered office.

**E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to james@hopstuffbrewery.com. Please type "Written resolutions" in the e-mail subject box.

If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement.
3. Unless, within 30 days of the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, 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.