

Company number 08651758

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

NORTHERN MONK BREWING CO. LTD ("**Company**")

The following resolutions were passed in writing pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("**CA 2006**") as ordinary or special resolutions of the Company (as indicated) on 7 May 2021:

ORDINARY RESOLUTIONS

1. Authority to allot

THAT the directors are generally and unconditionally authorised in accordance with section 551 of the CA 2006 and in addition to any existing authority conferred on them to exercise all the powers of the Company to allot and issue shares in the Company up to an aggregate nominal amount of £14.35343 ("**Shares**") for a period of five years from the date of this resolution save that in accordance with section 551(7) of the CA 2006 the Company may before the expiry of such period make an offer or agreement which would or might require shares to be allotted after such expiry and the directors may allot shares pursuant to such offer or agreement as if this authority had not expired.

2. Re-designation

THAT the following A ordinary shares of £0.00001 each in the capital of the Company ("**A Shares**") be re-designated as preferred A shares of £0.00001 each in the capital of the Company ("**Preferred A Shares**"), such Preferred A Shares having the rights and being subject to the obligations in the articles of association of the Company:

- (a) each of the 1,435,343 A Shares registered in the name of Active GP IV LLP (number OC412486) as general partner of Active ECF LP (number LP017487) ("**Active**"); and
- (b) a further 1,435,343 A Shares as will be registered in the name of Active General Partner III LLP (number OC420776) as general partner for and on behalf of Active Partners III LP (number LP019165) ("**Active**"), conditional upon and subject to, completion of the transfer of such A Shares from Russell Bisset and David Seymour to Active.

SPECIAL RESOLUTIONS

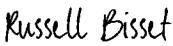
3. Disapplication of pre-emption rights

THAT subject to the passing of resolution 1, in accordance with section 570 of the CA 2006, the directors be and are hereby generally empowered to allot equity securities (as defined in

section 560 of the CA 2006) pursuant to the authority conferred by resolution, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that such power:

- (a) be limited to the allotment of up to an aggregate nominal amount of £14.35343; and
- (b) shall expire five years from the date these Resolutions are passed, (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 these Resolutions has expired.

THAT the pre-emption rights contained in article 13 (Allotment of new shares or other securities: pre-emption) of the current articles of association of the Company be dis-applied for the purposes of the allotment authorised pursuant to resolution 1 above.

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Director

Date 7 May 2021