

Company number: 11842640

JOSH'S WINE LIST LTD
(the "**Company**")

MEMBERS' WRITTEN RESOLUTIONS
PURSUANT TO CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006 (the "Act")

Circulation Date: 18 November 2020

We, the undersigned, being members of the Company entitled to attend and vote at general meetings of the Company, pursuant to Chapter 2 of Part 13 of the Act, hereby **RESOLVE**:

- in the case of resolutions 1 and 2, that the same shall take effect as if they had been passed as ordinary resolutions of the Company at a general meeting duly convened and held; and
- in the case of resolutions 3 and 4, that the same shall take effect as if they had been passed as special resolutions of the Company at a general meeting duly convened and held.

ORDINARY RESOLUTIONS

1. THAT, in accordance with article 27.1(h) of the articles of association of the Company, the provisions of the Company's articles of association which would otherwise prevent a director from being counted as participating in the decision making process and voting purposes be and are hereby dis-applied to the extent necessary to permit the directors to approve the proposed equity investment by new and existing investors by way of subscription for up to an aggregate of 44,023,033 A ordinary shares and/or ordinary shares of 0.00000001 each in the capital of the Company and executing all documents and taking all actions reasonably connected with or incidental thereto.
2. THAT the directors are generally and unconditionally authorised in accordance with section 551 of the Act and in addition to any existing authority conferred on them to exercise all the powers of the Company to allot shares and/or grant rights to subscribe for, or to convert any security into, any shares ("**Rights**") up to an aggregate nominal amount of £0.57523033 for a period of 5 years from the date of this resolution, save that in accordance with section 551(7) of the Act the Company may before the expiry of such period make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares or grant Rights pursuant to such offer or agreement as if this authority had not expired.



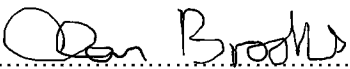
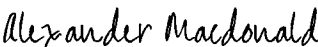



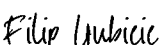
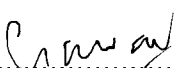


SPECIAL RESOLUTIONS

3. THAT with effect from the passing of this resolution new articles of association in the form annexed to this written resolution be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.
4. THAT the pre-emption rights contained in Article 3.2 of the articles of association to be adopted pursuant to resolution 3 above be hereby waived and dis-applied in respect of the allotment of shares or the grant of Rights of up to an aggregate nominal value of 0.44023033 within a period of 6 months from the date of this resolution, save that the Company may before the expiry of such period make an offer or agreement which would or might require shares to be allotted or Rights to be granted after the expiry of such period and the Board may allot shares or grant Rights pursuant to such offer or agreement as if this authority had not expired.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the above resolutions (the “**Resolutions**”).

We hereby agree to the above Resolutions.

 Joshua Lachkovic	19 November 2020 8:05 AM GMT Date
 HT Ventures LLC	18 November 2020 6:53 PM EST Date
 Alan Brooks	19 November 2020 2:05 PM GMT Date
 Alexander Macdonald	18 November 2020 2:42 PM PST Date
 Alfred Malmros	18 November 2020 11:08 AM PST Date
 Benjamin Fletcher	18 November 2020 5:35 PM GMT Date
 Cesare Attuoni	18 November 2020 9:28 AM PST Date
 Filip Ljubcic	19 November 2020 12:39 AM GMT Date
 Gaurav Batra	18 November 2020 11:08 AM PST Date
 George Burgess	18 November 2020 5:48 PM GMT Date
 Michael Piddock	18 November 2020 10:06 AM PST Date

[JOSH'S WINE LIST LTD – SIGNATURE PAGE TO WRITTEN SHAREHOLDERS' RESOLUTION]

 Michael Theodoulou	18 November 2020 7:25 PM GMT Date
 Paolo Zaniboni	18 November 2020 9:34 AM PST Date
 Phil Middleton	18 November 2020 11:27 PM IST Date
 Ranjit Sodhi	19 November 2020 5:59 AM PST Date
 Richard King	18 November 2020 2:21 PM PST Date
 Roberto Ruju	21 November 2020 11:07 AM GMT Date
 Thomas Long	23 November 2020 10:10 AM GMT Date
 Thomas Schreiber	21 November 2020 3:51 PM GMT Date
 Travis Leon	22 November 2020 6:44 PM PST Date
 Wendy Tobi	23 November 2020 12:15 PM GMT Date

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NOTES

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

- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to Josh Lachkovic (josh@thewinelist.net) with a copy to Ted Dewhurst at Kesteven Partners Limited (ted@kesteven.co)
- **By DocuSign (if applicable):** in accordance with the instructions specified in the relevant DocuSign envelope.

If you do not agree to the Resolutions, 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 Resolutions, you may not revoke your agreement.

3. Unless, within 28 days of the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolutions to be passed, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date.

4. 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.

Exhibit

New Articles