

50205193

**COMPASS BOX DELICIOUS WHISKY LTD**

("Company")

**WRITTEN RESOLUTIONS: CIRCULATED ON 01/05/2014**

**Note: This document is important and requires your immediate attention.**  
Please read the explanatory statement to members before signifying your agreement to the resolutions in this document.

**EXPLANATORY STATEMENT TO MEMBERS**

**1. NATURE OF WRITTEN RESOLUTIONS**

- 1.1 This document contains proposed written resolutions of the Company.
- 1.2 The resolutions are being proposed by the directors of the Company to ratify certain matters in relation to an allotment of shares purported to be made by the Company on 1 October 2009 ("Allotment"). More information in respect of this is set out in the memorandum which is attached to the draft resolutions and referred to below.
- 1.3 The resolutions are being circulated for approval by:
- 1.3.1 the former member of the Company who, at the time of the Allotment, would also have been entitled to vote on the resolutions required to provide the directors of the Company the necessary authorities to undertake the Allotment had such resolutions been circulated at that time ("**Former Member**"); and
- 1.3.2 the current members of the Company entitled to vote on the same ("**Current Members**")
- as unanimous resolutions, requiring each of the Current Members and Former Member of the Company to vote in favour of them to be passed.
- 1.4 A memorandum setting out further details in respect of the Allotment and the authorisations that should have been given to the directors of the Company at the time of the Allotment is supplied with these resolutions.
- 1.5 The resolutions are proposed as special resolutions and each require Current Members holding not less than 75 per cent of the total voting rights of members entitled to vote on such resolutions to vote in favour of them to be passed.
- 1.6 The Former Member is also being asked to approve the resolutions and acknowledge that she has no claim against the Company in respect of the resolutions or otherwise. Failure by the Former Member to approve the resolutions will not, on its own affect the requisite majority to pass the resolutions and to do so as a written resolution.

FRIDAY



\*L37JXH8R\*

LD4

09/05/2014

#114

COMPANIES HOUSE

**2. PERIOD TO APPROVE WRITTEN RESOLUTIONS**

If the Company has not received the necessary level of members' agreement to pass the resolutions by the date falling 28 days from the date the resolutions were first circulated to members ("Lapse Date"), the resolutions will lapse.

**3. ACTION REQUIRED IF YOU WISH TO APPROVE THE RESOLUTIONS:**

- 3.1 Please signify your agreement to the resolutions by completing your details and signing and dating the document in the boxes provided and returning it to the Company by delivering your signed and dated document by hand or by post to the Company's registered address marked "For the attention of the directors".
- 3.2 **Once you have signified your agreement to the resolutions, you cannot revoke it.** Please ensure that your agreement reaches us no later than the close of business on the Lapse Date. Please note that you can only agree to all of the resolutions and not some only. Any document or reply which purports to approve some only of the resolutions will be treated as a vote against all of the resolutions.
- 3.3 If your shares are held jointly, only the agreement of the senior holder who agrees to the resolutions will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members.
- 3.4 If you are signifying agreement to the resolutions 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 to the Company at the same time as you signify your agreement to the resolutions and in any event by no later than the close of business on the Lapse Date.

**4. ACTION REQUIRED IF YOU DO NOT WISH TO AGREE TO THE RESOLUTIONS:**

You do not have to do anything. Failure to respond will not be treated as agreement to the resolutions.

**MEMORANDUM TO THE SHAREHOLDERS IN RESPECT OF THE WRITTEN  
RESOLUTIONS**

1. On or Around 1 October 2009, the directors of Compass Box Delicious Whisky Ltd ("Company") purported to allot and issue shares in the capital of the Company as follows:

<b>Applicant</b>	<b>No of shares</b>	<b>Class of shares</b>	<b>Nominal Value</b>
CBIC, LLC	550	Ordinary	£1
Jonathan Driver	30	Ordinary	£1
Alan Rutherford	35	Ordinary	£1

together the ("Allotment").

2. At the time of the Allotment, members' resolutions were not passed to:
- 2.1 increase the authorised share capital of the Company;
- 2.2 grant the directors the requisite authority to allot shares; and
- 2.3 disapply pre-emption rights,
- as required by the Companies Act 2006, the articles of association of the Company, or otherwise.
3. The directors of the Company consider it appropriate to seek the approval of the shareholders of the Company (both the current members of the Company ("Current Members") and the member of the company at the time of the Allotment who has since ceased to be a shareholder ("Former Member")) to:
- 3.1 ratify the Allotment with retrospective effect from 1 October 2009 and confirm the current share structure of the Company;
- 3.2 ratify the actions of the directors in respect of the Allotment; and
- 3.3 approve the resolutions that were required to be passed by the members of the Company at the time of the Allotment.
4. Your attention is therefore drawn to resolutions 1 and 2 set out in the enclosed written resolutions.

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**COMPASS BOX DELICIOUS WHISKY LTD**

("Company")

Written resolutions of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 ("Act") proposed by the directors of the Company as special resolutions as detailed below:

**SPECIAL RESOLUTIONS**

1. That the current shareholding of the Company as at the date of circulation of these written resolutions is as follows:

Shareholder	No of shares	Class of shares	Nominal Value
C. Brooks and Kari Englehardt	10	Ordinary	£1
Byron J Glaser	37	Ordinary	£1
Riannon Walsh	20	Ordinary	£1
Jonathan Paul Norman Driver	80	Ordinary	£1
John Reppert Glaser	727	Ordinary	£1
Ann O Englehardt Trust	36	Ordinary	£1
Jonathan David James Downey	20	Ordinary	£1
Martyn Oliver Boultonwood	10	Ordinary	£1
Robert Andrew Millar	90	Ordinary	£1
CBIC, LLC	1061	Ordinary	£1
Dr Alan Gray Rutherford	35	Ordinary	£1

2. That the allotment and issue of shares made by the directors of the Company on or around 1 October 2009 to the following persons:

Applicant	No of shares	Class of shares	Nominal Value
CBIC, LLC	550	Ordinary	£1
Jonathan Driver	30	Ordinary	£1
Alan Rutherford	35	Ordinary	£1

(the "Allotment"), be and is hereby ratified for all purposes as if:

- 2.1 the articles of association of the Company had been amended by deleting the provision which, by virtue of paragraph 42(2) of Schedule 2 to the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, is treated as a provision of the articles of association of the Company and set the maximum amount of shares that may be allotted by the Company;
- 2.2 the directors had been granted general and unconditional authority, in accordance with article 2.1 and 2.4 of the Company's articles of association in force at the time of the Allotment ("Articles") and (to the extent required) for all purposes under the Act, to exercise all the powers of the Company to allot shares in the Company up to an aggregate nominal amount of £615; and
- 2.3 the pre-emption rights procedure as set out in article 2.2 of the Articles had been disapplied in respect of the Allotment.

Circulation date: 01/05/ 2014

Registered office: 24 Great King Street, Edinburgh, Midlothian EH3 6QN

#### Agreement to written resolutions

We, the undersigned, being the Current Members of the Company entitled to vote on the above resolutions, irrevocably agree to such resolutions:

Name of member:	<b>C. BROOKS AND KARI ENGLEHARDT</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>BYRON J GLASER</b>	
Signed:	.....	
		Dated: .....

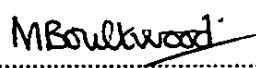
Name of member:	<b>RIANNON WALSH</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>JONATHAN PAUL NORMAN DRIVER</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>JOHN REPPERT GLASER</b>	
Signed:	.....	
		Dated: .....

Name of member:	ANN O ENGLEHARDT TRUST	
Signed:	.....	
		Dated: .....

Name of member:	JONATHAN DAVID JAMES DOWNEY	
Signed:	.....	
		Dated: .....

Name of member:	MARTYN OLIVER BOULTWOOD	
Signed:	 .....	
		Dated: 26.03.2014

Name of member:	ROBERT ANDREW MILLAR	
Signed:	.....	
		Dated: .....





**COMPASS BOX DELICIOUS WHISKY LTD**

**("Company")**

**WRITTEN RESOLUTIONS: CIRCULATED ON 01/05/2014**

**Note: This document is important and requires your immediate attention.**  
Please read the explanatory statement to members before signifying your agreement to the resolutions in this document.

**EXPLANATORY STATEMENT TO MEMBERS**

**1. NATURE OF WRITTEN RESOLUTIONS**

- 1.1 This document contains proposed written resolutions of the Company.
- 1.2 The resolutions are being proposed by the directors of the Company to ratify certain matters in relation to an allotment of shares purported to be made by the Company on 1 October 2009 ("Allotment"). More information in respect of this is set out in the memorandum which is attached to the draft resolutions and referred to below.
- 1.3 The resolutions are being circulated for approval by:
  - 1.3.1 the former member of the Company who, at the time of the Allotment, would also have been entitled to vote on the resolutions required to provide the directors of the Company the necessary authorities to undertake the Allotment had such resolutions been circulated at that time ("Former Member"); and
  - 1.3.2 the current members of the Company entitled to vote on the same ("Current Members")as unanimous resolutions, requiring each of the Current Members and Former Member of the Company to vote in favour of them to be passed.
- 1.4 A memorandum setting out further details in respect of the Allotment and the authorisations that should have been given to the directors of the Company at the time of the Allotment is supplied with these resolutions.
- 1.5 The resolutions are proposed as special resolutions and each require Current Members holding not less than 75 per cent of the total voting rights of members entitled to vote on such resolutions to vote in favour of them to be passed.
- 1.6 The Former Member is also being asked to approve the resolutions and acknowledge that she has no claim against the Company in respect of the resolutions or otherwise. Failure by the Former Member to approve the resolutions will not, on its own affect the requisite majority to pass the resolutions and to do so as a written resolution.

2. **PERIOD TO APPROVE WRITTEN RESOLUTIONS**

If the Company has not received the necessary level of members' agreement to pass the resolutions by the date falling 28 days from the date the resolutions were first circulated to members ("Lapse Date"), the resolutions will lapse.

3. **ACTION REQUIRED IF YOU WISH TO APPROVE THE RESOLUTIONS:**

- 3.1 Please signify your agreement to the resolutions by completing your details and signing and dating the document in the boxes provided and returning it to the Company by delivering your signed and dated document by hand or by post to the Company's registered address marked "For the attention of the directors".
- 3.2 **Once you have signified your agreement to the resolutions, you cannot revoke it.** Please ensure that your agreement reaches us no later than the close of business on the Lapse Date. Please note that you can only agree to all of the resolutions and not some only. Any document or reply which purports to approve some only of the resolutions will be treated as a vote against all of the resolutions.
- 3.3 If your shares are held jointly, only the agreement of the senior holder who agrees to the resolutions will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members.
- 3.4 If you are signifying agreement to the resolutions 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 to the Company at the same time as you signify your agreement to the resolutions and in any event by no later than the close of business on the Lapse Date.

4. **ACTION REQUIRED IF YOU DO NOT WISH TO AGREE TO THE RESOLUTIONS:**

You do not have to do anything. Failure to respond will not be treated as agreement to the resolutions.

**MEMORANDUM TO THE SHAREHOLDERS IN RESPECT OF THE WRITTEN  
RESOLUTIONS**

1. On or Around 1 October 2009, the directors of Compass Box Delicious Whisky Ltd ("Company") purported to allot and issue shares in the capital of the Company as follows:

<b>Applicant</b>	<b>No of shares</b>	<b>Class of shares</b>	<b>Nominal Value</b>
CBIC, LLC	550	Ordinary	£1
Jonathan Driver	30	Ordinary	£1
Alan Rutherford	35	Ordinary	£1

together the ("Allotment").

2. At the time of the Allotment, members' resolutions were not passed to:

- 2.1 increase the authorised share capital of the Company;
- 2.2 grant the directors the requisite authority to allot shares; and
- 2.3 disapply pre-emption rights,

as required by the Companies Act 2006, the articles of association of the Company, or otherwise.

3. The directors of the Company consider it appropriate to seek the approval of the shareholders of the Company (both the current members of the Company ("Current Members") and the member of the company at the time of the Allotment who has since ceased to be a shareholder ("Former Member")) to:

- 3.1 ratify the Allotment with retrospective effect from 1 October 2009 and confirm the current share structure of the Company;
- 3.2 ratify the actions of the directors in respect of the Allotment; and
- 3.3 approve the resolutions that were required to be passed by the members of the Company at the time of the Allotment.

4. Your attention is therefore drawn to resolutions 1 and 2 set out in the enclosed written resolutions.

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**of**

**COMPASS BOX DELICIOUS WHISKY LTD**

**("Company")**

Written resolutions of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 ("Act") proposed by the directors of the Company as special resolutions as detailed below:

**SPECIAL RESOLUTIONS**

1. That the current shareholding of the Company as at the date of circulation of these written resolutions is as follows:

Shareholder	No of shares	Class of shares	Nominal Value
C. Brooks and Kari Englehardt	10	Ordinary	£1
Byron J Glaser	37	Ordinary	£1
Riannon Walsh	20	Ordinary	£1
Jonathan Paul Norman Driver	80	Ordinary	£1
John Reppert Glaser	727	Ordinary	£1
Ann O Englehardt Trust	36	Ordinary	£1
Jonathan David James Downey	20	Ordinary	£1
Martyn Oliver Boultonwood	10	Ordinary	£1
Robert Andrew Millar	90	Ordinary	£1
CBIC, LLC	1061	Ordinary	£1
Dr Alan Gray Rutherford	35	Ordinary	£1

2. That the allotment and issue of shares made by the directors of the Company on or around 1 October 2009 to the following persons:

Applicant	No of shares	Class of shares	Nominal Value
CBIC, LLC	550	Ordinary	£1
Jonathan Driver	30	Ordinary	£1
Alan Rutherford	35	Ordinary	£1

(the "Allotment"), be and is hereby ratified for all purposes as if:

- 2.1 the articles of association of the Company had been amended by deleting the provision which, by virtue of paragraph 42(2) of Schedule 2 to the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, is treated as a provision of the articles of association of the Company and set the maximum amount of shares that may be allotted by the Company;
- 2.2 the directors had been granted general and unconditional authority, in accordance with article 2.1 and 2.4 of the Company's articles of association in force at the time of the Allotment ("Articles") and (to the extent required) for all purposes under the Act, to exercise all the powers of the Company to allot shares in the Company up to an aggregate nominal amount of £615; and
- 2.3 the pre-emption rights procedure as set out in article 2.2 of the Articles had been disapplied in respect of the Allotment.

Circulation date: 01/05/2014

Registered office: 24 Great King Street, Edinburgh, Midlothian EH3 6QN

#### Agreement to written resolutions

We, the undersigned, being the Current Members of the Company entitled to vote on the above resolutions, irrevocably agree to such resolutions:

Name of member:	<b>C. BROOKS AND KARI ENGLEHARDT</b>	Dated: .....
Signed:	.....	

Name of member:	<b>BYRON J GLASER</b>	Dated: .....
Signed:	.....	

Name of member:	<b>RIANNON WALSH</b>	Dated: .....
Signed:	.....	

Name of member:	<b>JONATHAN PAUL NORMAN DRIVER</b>	Dated: .....
Signed:	.....	

Name of member:	<b>JOHN REPERT GLASER</b>	Dated: .....
Signed:	.....	

Name of member:	<b>ANN O ENGLEHARDT TRUST</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>JONATHAN DAVID JAMES DOWNEY</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>MARTIN OLIVER BOULTWOOD</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>ROBERT ANDREW MILLAR</b>	
Signed:	.....	
		Dated: .....

Name of corporate member:	CBIC LLC	
Name and position of signatory:	..... <i>Block capitals please</i>	
Signed by authorised person on behalf of corporate member:	.....	
		Dated: .....

Name of member:	ALAN GRAY RUTHERFORD	
Signed:	<i>A. G. Rutherford</i> .....	
		Dated: <i>09/03/14</i> .....

I, the undersigned, being a Former Member of the Company, irrevocably agree to such resolutions:

Name of member:	SARAH KESBY	
Signed:	.....	
		Dated: .....



**COMPASS BOX DELICIOUS WHISKY LTD**

**("Company")**

**WRITTEN RESOLUTIONS: CIRCULATED ON 01/05/ 2014**

**Note: This document is important and requires your immediate attention.**  
Please read the explanatory statement to members before signifying your agreement to the resolutions in this document.

**EXPLANATORY STATEMENT TO MEMBERS**

**1. NATURE OF WRITTEN RESOLUTIONS**

- 1.1 This document contains proposed written resolutions of the Company.
- 1.2 The resolutions are being proposed by the directors of the Company to ratify certain matters in relation to an allotment of shares purported to be made by the Company on 1 October 2009 ("**Allotment**"). More information in respect of this is set out in the memorandum which is attached to the draft resolutions and referred to below.
- 1.3 The resolutions are being circulated for approval by:
  - 1.3.1 the former member of the Company who, at the time of the Allotment, would also have been entitled to vote on the resolutions required to provide the directors of the Company the necessary authorities to undertake the Allotment had such resolutions been circulated at that time ("**Former Member**"); and
  - 1.3.2 the current members of the Company entitled to vote on the same ("**Current Members**")as unanimous resolutions, requiring each of the Current Members and Former Member of the Company to vote in favour of them to be passed.
- 1.4 A memorandum setting out further details in respect of the Allotment and the authorisations that should have been given to the directors of the Company at the time of the Allotment is supplied with these resolutions.
- 1.5 The resolutions are proposed as special resolutions and each require Current Members holding not less than 75 per cent of the total voting rights of members entitled to vote on such resolutions to vote in favour of them to be passed.
- 1.6 The Former Member is also being asked to approve the resolutions and acknowledge that she has no claim against the Company in respect of the resolutions or otherwise. Failure by the Former Member to approve the resolutions will **not**, on its own affect the requisite majority to pass the resolutions and to do so as a written resolution.

**2. PERIOD TO APPROVE WRITTEN RESOLUTIONS**

If the Company has not received the necessary level of members' agreement to pass the resolutions by the date falling 28 days from the date the resolutions were first circulated to members ("Lapse Date"), the resolutions will lapse.

**3. ACTION REQUIRED IF YOU WISH TO APPROVE THE RESOLUTIONS:**

3.1 Please signify your agreement to the resolutions by completing your details and signing and dating the document in the boxes provided and returning it to the Company by delivering your signed and dated document by hand or by post to the Company's registered address marked "For the attention of the directors".

3.2 Once you have signified your agreement to the resolutions, you cannot revoke it. Please ensure that your agreement reaches us no later than the close of business on the Lapse Date. Please note that you can only agree to all of the resolutions and not some only. Any document or reply which purports to approve some only of the resolutions will be treated as a vote against all of the resolutions.

3.3 If your shares are held jointly, only the agreement of the senior holder who agrees to the resolutions will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members.

3.4 If you are signifying agreement to the resolutions 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 to the Company at the same time as you signify your agreement to the resolutions and in any event by no later than the close of business on the Lapse Date.

**4. ACTION REQUIRED IF YOU DO NOT WISH TO AGREE TO THE RESOLUTIONS:**

You do not have to do anything. Failure to respond will not be treated as agreement to the resolutions.

**MEMORANDUM TO THE SHAREHOLDERS IN RESPECT OF THE WRITTEN  
RESOLUTIONS**

1. On or Around 1 October 2009, the directors of Compass Box Delicious Whisky Ltd ("**Company**") purported to allot and issue shares in the capital of the Company as follows:

<b>Applicant</b>	<b>No of shares</b>	<b>Class of shares</b>	<b>Nominal Value</b>
CBIC, LLC	550	Ordinary	£1
Jonathan Driver	30	Ordinary	£1
Alan Rutherford	35	Ordinary	£1

together the ("**Allotment**").

2. At the time of the Allotment, members' resolutions were not passed to:

- 2.1 increase the authorised share capital of the Company;
- 2.2 grant the directors the requisite authority to allot shares; and
- 2.3 disapply pre-emption rights,

as required by the Companies Act 2006, the articles of association of the Company, or otherwise.

3. The directors of the Company consider it appropriate to seek the approval of the shareholders of the Company (both the current members of the Company ("**Current Members**") and the member of the company at the time of the Allotment who has since ceased to be a shareholder ("**Former Member**")) to:

- 3.1 ratify the Allotment with retrospective effect from 1 October 2009 and confirm the current share structure of the Company;
- 3.2 ratify the actions of the directors in respect of the Allotment; and
- 3.3 approve the resolutions that were required to be passed by the members of the Company at the time of the Allotment.

4. Your attention is therefore drawn to resolutions 1 and 2 set out in the enclosed written resolutions.



**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**COMPASS BOX DELICIOUS WHISKY LTD**

("Company")

Written resolutions of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 ("Act") proposed by the directors of the Company as special resolutions as detailed below:

**SPECIAL RESOLUTIONS**

1. **That** the current shareholding of the Company as at the date of circulation of these written resolutions is as follows:

Shareholder	No of shares	Class of shares	Nominal Value
C. Brooks and Kari Englehardt	10	Ordinary	£1
Byron J Glaser	37	Ordinary	£1
Riannon Walsh	20	Ordinary	£1
Jonathan Paul Norman Driver	80	Ordinary	£1
John Reppert Glaser	727	Ordinary	£1
Ann O Englehardt Trust	36	Ordinary	£1
Jonathan David James Downey	20	Ordinary	£1
Martyn Oliver Boultonwood	10	Ordinary	£1
Robert Andrew Millar	90	Ordinary	£1
CBIC, LLC	1061	Ordinary	£1
Dr Alan Gray Rutherford	35	Ordinary	£1

2. That the allotment and issue of shares made by the directors of the Company on or around 1 October 2009 to the following persons:

Applicant	No of shares	Class of shares	Nominal Value
CBIC, LLC	550	Ordinary	£1
Jonathan Driver	30	Ordinary	£1
Alan Rutherford	35	Ordinary	£1

(the "Allotment"), be and is hereby ratified for all purposes as if:

- 2.1 the articles of association of the Company had been amended by deleting the provision which, by virtue of paragraph 42(2) of Schedule 2 to the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, is treated as a provision of the articles of association of the Company and set the maximum amount of shares that may be allotted by the Company;
- 2.2 the directors had been granted general and unconditional authority, in accordance with article 2.1 and 2.4 of the Company's articles of association in force at the time of the Allotment ("Articles") and (to the extent required) for all purposes under the Act, to exercise all the powers of the Company to allot shares in the Company up to an aggregate nominal amount of £615; and
- 2.3 the pre-emption rights procedure as set out in article 2.2 of the Articles had been disapplied in respect of the Allotment.

Circulation date: 01/05/2014

Registered office: 24 Great King Street, Edinburgh, Midlothian EH3 6QN

#### Agreement to written resolutions

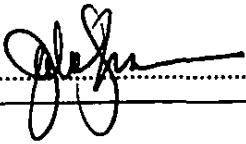
We, the undersigned, being the Current Members of the Company entitled to vote on the above resolutions, irrevocably agree to such resolutions:

Name of member:	<b>C. BROOKS AND KARI ENGLEHARDT</b>	Dated: .....
Signed:	.....	

Name of member:	<b>BYRON J GLASER</b>	Dated: .....
Signed:	.....	

Name of member:	<b>RIANNON WALSH</b>	Dated: .....
Signed:	.....	

Name of member:	<b>JONATHAN PAUL NORMAN DRIVER</b>	Dated: .....
Signed:	.....	

Name of member:	<b>JOHN REPPERT GLASER</b>	Dated: 20/3/13....
Signed:	..... 	

Name of member:	<b>ANN O ENGLEHARDT TRUST</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>JONATHAN DAVID JAMES DOWNEY</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>MARTIN OLIVER BOULTWOOD</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>ROBERT ANDREW MILLAR</b>	
Signed:	.....	
		Dated: .....

Name of corporate member:	<b>CBIC LLC</b>	
Name and position of signatory:	..... <i>Block capitals please</i>	
Signed by authorised person on behalf of corporate member:	.....	

Dated: .....

Name of member:	<b>ALAN GRAY RUTHERFORD</b>	
Signed:	.....	

Dated: .....

I, the undersigned, being a Former Member of the Company, irrevocably agree to such resolutions:

Name of member:	<b>SARAH KESBY</b>	
Signed:	.....	

Dated: .....



**COMPASS BOX DELICIOUS WHISKY LTD**

("Company")


**WRITTEN RESOLUTIONS: CIRCULATED ON 01/05/2014**

**Note: This document is important and requires your immediate attention.**  
Please read the explanatory statement to members before signifying your agreement to the resolutions in this document.

**EXPLANATORY STATEMENT TO MEMBERS**

**1. NATURE OF WRITTEN RESOLUTIONS**

- 1.1 This document contains proposed written resolutions of the Company.
- 1.2 The resolutions are being proposed by the directors of the Company to ratify certain matters in relation to an allotment of shares purported to be made by the Company on 1 October 2009 ("Allotment"). More information in respect of this is set out in the memorandum which is attached to the draft resolutions and referred to below.
- 1.3 The resolutions are being circulated for approval by:
  - 1.3.1 the former member of the Company who, at the time of the Allotment, would also have been entitled to vote on the resolutions required to provide the directors of the Company the necessary authorities to undertake the Allotment had such resolutions been circulated at that time ("**Former Member**"); and
  - 1.3.2 the current members of the Company entitled to vote on the same ("**Current Members**")as unanimous resolutions, requiring each of the Current Members and Former Member of the Company to vote in favour of them to be passed.
- 1.4 A memorandum setting out further details in respect of the Allotment and the authorisations that should have been given to the directors of the Company at the time of the Allotment is supplied with these resolutions.
- 1.5 The resolutions are proposed as special resolutions and each require Current Members holding not less than 75 per cent of the total voting rights of members entitled to vote on such resolutions to vote in favour of them to be passed.
- 1.6 The Former Member is also being asked to approve the resolutions and acknowledge that she has no claim against the Company in respect of the resolutions or otherwise. Failure by the Former Member to approve the resolutions will not, on its own affect the requisite majority to pass the resolutions and to do so as a written resolution.

 3.12.14

2. **PERIOD TO APPROVE WRITTEN RESOLUTIONS**

If the Company has not received the necessary level of members' agreement to pass the resolutions by the date falling 28 days from the date the resolutions were first circulated to members ("Lapse Date"), the resolutions will lapse.

3. **ACTION REQUIRED IF YOU WISH TO APPROVE THE RESOLUTIONS:**

- 3.1 Please signify your agreement to the resolutions by completing your details and signing and dating the document in the boxes provided and returning it to the Company by delivering your signed and dated document by hand or by post to the Company's registered address marked "For the attention of the directors".
- 3.2 **Once you have signified your agreement to the resolutions, you cannot revoke it.** Please ensure that your agreement reaches us no later than the close of business on the Lapse Date. Please note that you can only agree to all of the resolutions and not some only. Any document or reply which purports to approve some only of the resolutions will be treated as a vote against all of the resolutions.
- 3.3 If your shares are held jointly, only the agreement of the senior holder who agrees to the resolutions will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members.
- 3.4 If you are signifying agreement to the resolutions 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 to the Company at the same time as you signify your agreement to the resolutions and in any event by no later than the close of business on the Lapse Date.

4. **ACTION REQUIRED IF YOU DO NOT WISH TO AGREE TO THE RESOLUTIONS:**

You do not have to do anything. Failure to respond will not be treated as agreement to the resolutions.

BQ 3.12.1

**MEMORANDUM TO THE SHAREHOLDERS IN RESPECT OF THE WRITTEN  
RESOLUTIONS**

1. On or Around 1 October 2009, the directors of Compass Box Delicious Whisky Ltd ("Company") purported to allot and issue shares in the capital of the Company as follows:

Applicant	No of shares	Class of shares	Nominal Value
CBIC, LLC	550	Ordinary	£1
Jonathan Driver	30	Ordinary	£1
Alan Rutherford	35	Ordinary	£1

together the ("Allotment").

2. At the time of the Allotment, members' resolutions were not passed to:

- 2.1 increase the authorised share capital of the Company;
- 2.2 grant the directors the requisite authority to allot shares; and
- 2.3 disapply pre-emption rights.

as required by the Companies Act 2006, the articles of association of the Company, or otherwise.

3. The directors of the Company consider it appropriate to seek the approval of the shareholders of the Company (both the current members of the Company ("Current Members") and the member of the company at the time of the Allotment who has since ceased to be a shareholder ("Former Member")) to:

- 3.1 ratify the Allotment with retrospective effect from 1 October 2009 and confirm the current share structure of the Company;
  - 3.2 ratify the actions of the directors in respect of the Allotment; and
  - 3.3 approve the resolutions that were required to be passed by the members of the Company at the time of the Allotment.
4. Your attention is therefore drawn to resolutions 1 and 2 set out in the enclosed written resolutions.

Company no. SC205193

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**COMPASS BOX DELICIOUS WHISKY LTD**

("Company")

Written resolutions of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 ("Act") proposed by the directors of the Company as special resolutions as detailed below:

**SPECIAL RESOLUTIONS**

1. That the current shareholding of the Company as at the date of circulation of these written resolutions is as follows:

Shareholder	No of shares	Class of shares	Nominal Value
C. Brooks and Kari Englehardt	10	Ordinary	£1
Byron J Glaser	37	Ordinary	£1
Riannon Walsh	20	Ordinary	£1
Jonathan Paul Norman Driver	80	Ordinary	£1
John Reppert Glaser	727	Ordinary	£1
Ann O Englehardt Trust	36	Ordinary	£1
Jonathan David James Downey	20	Ordinary	£1
Martyn Oliver Boultonwood	10	Ordinary	£1
Robert Andrew Millar	90	Ordinary	£1
CBIC, LLC	1061	Ordinary	£1
Dr Alan Gray Rutherford	35	Ordinary	£1

BPA 3.12.1

2. That the allotment and issue of shares made by the directors of the Company on or around 1 October 2009 to the following persons:

Applicant	No of shares	Class of shares	Nominal Value
CBIC, LLC	550	Ordinary	£1
Jonathan Driver	30	Ordinary	£1
Alan Rutherford	35	Ordinary	£1

(the "Allotment"), be and is hereby ratified for all purposes as if:

- 2.1 the articles of association of the Company had been amended by deleting the provision which, by virtue of paragraph 42(2) of Schedule 2 to the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, is treated as a provision of the articles of association of the Company and set the maximum amount of shares that may be allotted by the Company;
- 2.2 the directors had been granted general and unconditional authority, in accordance with article 2.1 and 2.4 of the Company's articles of association in force at the time of the Allotment ("Articles") and (to the extent required) for all purposes under the Act, to exercise all the powers of the Company to allot shares in the Company up to an aggregate nominal amount of £615; and
- 2.3 the pre-emption rights procedure as set out in article 2.2 of the Articles had been disapplied in respect of the Allotment.

Circulation date: 01/05/2014

Registered office: 24 Great King Street, Edinburgh, Midlothian EH3 6QN

#### Agreement to written resolutions

We, the undersigned, being the Current Members of the Company entitled to vote on the above resolutions, irrevocably agree to such resolutions:

Name of member:	C. BROOKS AND KARI ENGLEHARDT	
Signed:	.....	
		Dated: .....

Name of member:	BYRON J GLASER	
Signed:	<i>Byron J. Glaser</i> .....	
		Dated: 3-12-14

Name of member:	RIANNON WALSH	
Signed:	.....	
		Dated: .....

Name of member:	JONATHAN PAUL NORMAN DRIVER	
Signed:	.....	
		Dated: .....

Name of member:	JOHN REPPERT GLASER	
Signed:	.....	
		Dated: .....

Name of member:	<b>ANN O ENGLEHARDT TRUST</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>JONATHAN DAVID JAMES DOWNEY</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>MARTIN OLIVER BOULTWOOD</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>ROBERT ANDREW MILLAR</b>	
Signed:	.....	
		Dated: .....

Name of corporate member:	CBIC LLC	
Name and position of signatory:	..... <i>Block capitals please</i>	
Signed by authorised person on behalf of corporate member:	.....	
		Dated: .....

Name of member:	ALAN GRAY RUTHERFORD	
Signed:	.....	
		Dated: .....

I, the undersigned, being a Former Member of the Company, irrevocably agree to such resolutions:

Name of member:	SARAH KESBY	
Signed:	.....	
		Dated: .....

ALA 3



**COMPASS BOX DELICIOUS WHISKY LTD**

**("Company")**

**WRITTEN RESOLUTIONS: CIRCULATED ON 01/05/2014**

**Note: This document is important and requires your immediate attention.**  
Please read the explanatory statement to members before signifying your agreement to the resolutions in this document.

**EXPLANATORY STATEMENT TO MEMBERS**

**1. NATURE OF WRITTEN RESOLUTIONS**

- 1.1 This document contains proposed written resolutions of the Company.
- 1.2 The resolutions are being proposed by the directors of the Company to ratify certain matters in relation to an allotment of shares purported to be made by the Company on 1 October 2009 ("**Allotment**"). More information in respect of this is set out in the memorandum which is attached to the draft resolutions and referred to below.
- 1.3 The resolutions are being circulated for approval by:
  - 1.3.1 the former member of the Company who, at the time of the Allotment, would also have been entitled to vote on the resolutions required to provide the directors of the Company the necessary authorities to undertake the Allotment had such resolutions been circulated at that time ("**Former Member**"); and
  - 1.3.2 the current members of the Company entitled to vote on the same ("**Current Members**")as unanimous resolutions, requiring each of the Current Members and Former Member of the Company to vote in favour of them to be passed.
- 1.4 A memorandum setting out further details in respect of the Allotment and the authorisations that should have been given to the directors of the Company at the time of the Allotment is supplied with these resolutions.
- 1.5 The resolutions are proposed as special resolutions and each require Current Members holding not less than 75 per cent of the total voting rights of members entitled to vote on such resolutions to vote in favour of them to be passed.
- 1.6 The Former Member is also being asked to approve the resolutions and acknowledge that she has no claim against the Company in respect of the resolutions or otherwise. Failure by the Former Member to approve the resolutions **will not, on its own** affect the requisite majority to pass the resolutions and to do so as a written resolution.

**2. PERIOD TO APPROVE WRITTEN RESOLUTIONS**

If the Company has not received the necessary level of members' agreement to pass the resolutions by the date falling 28 days from the date the resolutions were first circulated to members ("Lapse Date"), the resolutions will lapse.

**3. ACTION REQUIRED IF YOU WISH TO APPROVE THE RESOLUTIONS:**

3.1 Please signify your agreement to the resolutions by completing your details and signing and dating the document in the boxes provided and returning it to the Company by delivering your signed and dated document by hand or by post to the Company's registered address marked "For the attention of the directors".

3.2 Once you have signified your agreement to the resolutions, you cannot revoke it. Please ensure that your agreement reaches us no later than the close of business on the Lapse Date. Please note that you can only agree to all of the resolutions and not some only. Any document or reply which purports to approve some only of the resolutions will be treated as a vote against all of the resolutions.

3.3 If your shares are held jointly, only the agreement of the senior holder who agrees to the resolutions will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members.

3.4 If you are signifying agreement to the resolutions 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 to the Company at the same time as you signify your agreement to the resolutions and in any event by no later than the close of business on the Lapse Date.

**4. ACTION REQUIRED IF YOU DO NOT WISH TO AGREE TO THE RESOLUTIONS:**

You do not have to do anything. Failure to respond will not be treated as agreement to the resolutions.

**MEMORANDUM TO THE SHAREHOLDERS IN RESPECT OF THE WRITTEN  
RESOLUTIONS**

1. On or Around 1 October 2009, the directors of Compass Box Delicious Whisky Ltd ("**Company**") purported to allot and issue shares in the capital of the Company as follows:

<b>Applicant</b>	<b>No of shares</b>	<b>Class of shares</b>	<b>Nominal Value</b>
CBIC, LLC	550	Ordinary	£1
Jonathan Driver	30	Ordinary	£1
Alan Rutherford	35	Ordinary	£1

together the ("**Allotment**").

2. At the time of the Allotment, members' resolutions were not passed to:
- 2.1 increase the authorised share capital of the Company;
- 2.2 grant the directors the requisite authority to allot shares; and
- 2.3 disapply pre-emption rights,
- as required by the Companies Act 2006, the articles of association of the Company, or otherwise.
3. The directors of the Company consider it appropriate to seek the approval of the shareholders of the Company (both the current members of the Company ("**Current Members**") and the member of the company at the time of the Allotment who has since ceased to be a shareholder ("**Former Member**")) to:
- 3.1 ratify the Allotment with retrospective effect from 1 October 2009 and confirm the current share structure of the Company;
- 3.2 ratify the actions of the directors in respect of the Allotment; and
- 3.3 approve the resolutions that were required to be passed by the members of the Company at the time of the Allotment.
4. Your attention is therefore drawn to resolutions 1 and 2 set out in the enclosed written resolutions.

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**COMPASS BOX DELICIOUS WHISKY LTD**

("Company")

Written resolutions of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 ("Act") proposed by the directors of the Company as special resolutions as detailed below:

**SPECIAL RESOLUTIONS**

1. **That** the current shareholding of the Company as at the date of circulation of these written resolutions is as follows:

Shareholder	No of shares	Class of shares	Nominal Value
C. Brooks and Kari Englehardt	10	Ordinary	£1
Byron J Glaser	37	Ordinary	£1
Riannon Walsh	20	Ordinary	£1
Jonathan Paul Norman Driver	80	Ordinary	£1
John Reppert Glaser	727	Ordinary	£1
Ann O Englehardt Trust	36	Ordinary	£1
Jonathan David James Downey	20	Ordinary	£1
Martyn Oliver Boultonwood	10	Ordinary	£1
Robert Andrew Millar	90	Ordinary	£1
CBIC, LLC	1061	Ordinary	£1
Dr Alan Gray Rutherford	35	Ordinary	£1

2. That the allotment and issue of shares made by the directors of the Company on or around 1 October 2009 to the following persons:

Applicant	No of shares	Class of shares	Nominal Value
CBIC, LLC	550	Ordinary	£1
Jonathan Driver	30	Ordinary	£1
Alan Rutherford	35	Ordinary	£1

(the "Allotment"), be and is hereby ratified for all purposes as if:

- 2.1 the articles of association of the Company had been amended by deleting the provision which, by virtue of paragraph 42(2) of Schedule 2 to the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, is treated as a provision of the articles of association of the Company and set the maximum amount of shares that may be allotted by the Company;
- 2.2 the directors had been granted general and unconditional authority, in accordance with article 2.1 and 2.4 of the Company's articles of association in force at the time of the Allotment ("Articles") and (to the extent required) for all purposes under the Act, to exercise all the powers of the Company to allot shares in the Company up to an aggregate nominal amount of £615; and
- 2.3 the pre-emption rights procedure as set out in article 2.2 of the Articles had been disapplied in respect of the Allotment.

Circulation date: 01/05/2014

Registered office: 24 Great King Street, Edinburgh, Midlothian EH3 6QN

#### Agreement to written resolutions

We, the undersigned, being the Current Members of the Company entitled to vote on the above resolutions, irrevocably agree to such resolutions:

Name of member:	<b>C. BROOKS AND KARI ENGLEHARDT</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>BYRON J GLASER</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>RIANNON WALSH</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>JONATHAN PAUL NORMAN DRIVER</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>JOHN REPPERT GLASER</b>	
Signed:	.....	
		Dated: .....

Name of member:	ANN O ENGLEHARDT TRUST	
Signed:	<i>Ann O. Englehardt, Trustee</i> .....	
		Dated: <i>3/14/14</i> .....

Name of member:	JONATHAN DAVID JAMES DOWNEY	
Signed:	.....	
		Dated: .....

Name of member:	MARTIN OLIVER BOULTWOOD	
Signed:	.....	
		Dated: .....

Name of member:	ROBERT ANDREW MILLAR	
Signed:	.....	
		Dated: .....

Name of corporate member:	<b>CBIC LLC</b>	
Name and position of signatory:	..... <i>Block capitals please</i>	
Signed by authorised person on behalf of corporate member:	.....	
		Dated: .....

Name of member:	<b>ALAN GRAY RUTHERFORD</b>	
Signed:	.....	
		Dated: .....

I, the undersigned, being a Former Member of the Company, irrevocably agree to such resolutions:

Name of member:	<b>SARAH KESBY</b>	
Signed:	.....	
		Dated: .....



**COMPASS BOX DELICIOUS WHISKY LTD**

**("Company")**

**WRITTEN RESOLUTIONS: CIRCULATED ON 01/05/ 2014**

**Note: This document is important and requires your immediate attention.**  
Please read the explanatory statement to members before signifying your agreement to the resolutions in this document.

**EXPLANATORY STATEMENT TO MEMBERS**

**1. NATURE OF WRITTEN RESOLUTIONS**

- 1.1 This document contains proposed written resolutions of the Company.
- 1.2 The resolutions are being proposed by the directors of the Company to ratify certain matters in relation to an allotment of shares purported to be made by the Company on 1 October 2009 ("Allotment"). More information in respect of this is set out in the memorandum which is attached to the draft resolutions and referred to below.
- 1.3 The resolutions are being circulated for approval by:
  - 1.3.1 the former member of the Company who, at the time of the Allotment, would also have been entitled to vote on the resolutions required to provide the directors of the Company the necessary authorities to undertake the Allotment had such resolutions been circulated at that time ("**Former Member**"); and
  - 1.3.2 the current members of the Company entitled to vote on the same ("**Current Members**")as unanimous resolutions, requiring each of the Current Members and Former Member of the Company to vote in favour of them to be passed.
- 1.4 A memorandum setting out further details in respect of the Allotment and the authorisations that should have been given to the directors of the Company at the time of the Allotment is supplied with these resolutions.
- 1.5 The resolutions are proposed as special resolutions and each require Current Members holding not less than 75 per cent of the total voting rights of members entitled to vote on such resolutions to vote in favour of them to be passed.
- 1.6 The Former Member is also being asked to approve the resolutions and acknowledge that she has no claim against the Company in respect of the resolutions or otherwise. Failure by the Former Member to approve the resolutions **will not, on its own** affect the requisite majority to pass the resolutions and to do so as a written resolution.

**2. PERIOD TO APPROVE WRITTEN RESOLUTIONS**

If the Company has not received the necessary level of members' agreement to pass the resolutions by the date falling 28 days from the date the resolutions were first circulated to members ("Lapse Date"), the resolutions will lapse.

**3. ACTION REQUIRED IF YOU WISH TO APPROVE THE RESOLUTIONS:**

3.1 Please signify your agreement to the resolutions by completing your details and signing and dating the document in the boxes provided and returning it to the Company by delivering your signed and dated document by hand or by post to the Company's registered address marked "For the attention of the directors".

3.2 **Once you have signified your agreement to the resolutions, you cannot revoke it.** Please ensure that your agreement reaches us no later than the close of business on the Lapse Date. Please note that you can only agree to all of the resolutions and not some only. Any document or reply which purports to approve some only of the resolutions will be treated as a vote against all of the resolutions.

3.3 If your shares are held jointly, only the agreement of the senior holder who agrees to the resolutions will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members.

3.4 If you are signifying agreement to the resolutions 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 to the Company at the same time as you signify your agreement to the resolutions and in any event by no later than the close of business on the Lapse Date.

**4. ACTION REQUIRED IF YOU DO NOT WISH TO AGREE TO THE RESOLUTIONS:**

You do not have to do anything. Failure to respond will not be treated as agreement to the resolutions.

**MEMORANDUM TO THE SHAREHOLDERS IN RESPECT OF THE WRITTEN  
RESOLUTIONS**

1. On or Around 1 October 2009, the directors of Compass Box Delicious Whisky Ltd ("**Company**") purported to allot and issue shares in the capital of the Company as follows:

<b>Applicant</b>	<b>No of shares</b>	<b>Class of shares</b>	<b>Nominal Value</b>
CBIC, LLC	550	Ordinary	£1
Jonathan Driver	30	Ordinary	£1
Alan Rutherford	35	Ordinary	£1

together the ("**Allotment**").

2. At the time of the Allotment, members' resolutions were not passed to:

- 2.1 increase the authorised share capital of the Company;
- 2.2 grant the directors the requisite authority to allot shares; and
- 2.3 disapply pre-emption rights,

as required by the Companies Act 2006, the articles of association of the Company, or otherwise.

3. The directors of the Company consider it appropriate to seek the approval of the shareholders of the Company (both the current members of the Company ("**Current Members**") and the member of the company at the time of the Allotment who has since ceased to be a shareholder ("**Former Member**")) to:

- 3.1 ratify the Allotment with retrospective effect from 1 October 2009 and confirm the current share structure of the Company;
- 3.2 ratify the actions of the directors in respect of the Allotment; and
- 3.3 approve the resolutions that were required to be passed by the members of the Company at the time of the Allotment.

4. Your attention is therefore drawn to resolutions 1 and 2 set out in the enclosed written resolutions.

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**of**

**COMPASS BOX DELICIOUS WHISKY LTD**

**("Company")**

Written resolutions of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 ("Act") proposed by the directors of the Company as special resolutions as detailed below:

**SPECIAL RESOLUTIONS**

1. That the current shareholding of the Company as at the date of circulation of these written resolutions is as follows:

Shareholder	No of shares	Class of shares	Nominal Value
C. Brooks and Kari Englehardt	10	Ordinary	£1
Byron J Glaser	37	Ordinary	£1
Riannon Walsh	20	Ordinary	£1
Jonathan Paul Norman Driver	80	Ordinary	£1
John Reppert Glaser	727	Ordinary	£1
Ann O Englehardt Trust	36	Ordinary	£1
Jonathan David James Downey	20	Ordinary	£1
Martyn Oliver Boultonwood	10	Ordinary	£1
Robert Andrew Millar	90	Ordinary	£1
CBIC, LLC	1061	Ordinary	£1
Dr Alan Gray Rutherford	35	Ordinary	£1

2. That the allotment and issue of shares made by the directors of the Company on or around 1 October 2009 to the following persons:

Applicant	No of shares	Class of shares	Nominal Value
CBIC, LLC	550	Ordinary	£1
Jonathan Driver	30	Ordinary	£1
Alan Rutherford	35	Ordinary	£1

(the "Allotment"), be and is hereby ratified for all purposes as if:

- 2.1 the articles of association of the Company had been amended by deleting the provision which, by virtue of paragraph 42(2) of Schedule 2 to the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, is treated as a provision of the articles of association of the Company and set the maximum amount of shares that may be allotted by the Company;
- 2.2 the directors had been granted general and unconditional authority, in accordance with article 2.1 and 2.4 of the Company's articles of association in force at the time of the Allotment ("Articles") and (to the extent required) for all purposes under the Act, to exercise all the powers of the Company to allot shares in the Company up to an aggregate nominal amount of £615; and
- 2.3 the pre-emption rights procedure as set out in article 2.2 of the Articles had been disapplied in respect of the Allotment.

Circulation date: 01/05/ 2014

Registered office: 24 Great King Street, Edinburgh, Midlothian EH3 6QN

#### Agreement to written resolutions

We, the undersigned, being the Current Members of the Company entitled to vote on the above resolutions, irrevocably agree to such resolutions:

Name of member:	<b>C. BROOKS AND KARI ENGLEHARDT</b>	
Signed:	.....	
		Dated: .....

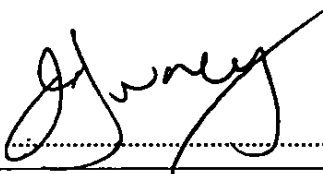
Name of member:	<b>BYRON J GLASER</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>RIANNON WALSH</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>JONATHAN PAUL NORMAN DRIVER</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>JOHN REPPERT GLASER</b>	
Signed:	.....	
		Dated: .....

Name of member:	ANN O ENGLEHARDT TRUST	
Signed:	.....	
		Dated: .....

Name of member:	JONATHAN DAVID JAMES DOWNEY	
Signed:	 .....	
		Dated: 31 MARCH 2014

Name of member:	MARTIN OLIVER BOULTWOOD	
Signed:	.....	
		Dated: .....

Name of member:	ROBERT ANDREW MILLAR	
Signed:	.....	
		Dated: .....

Name of corporate member:	<b>CBIC LLC</b>	
Name and position of signatory:	..... <i>Block capitals please</i>	
Signed by authorised person on behalf of corporate member:	.....	
		Dated: .....

Name of member:	<b>ALAN GRAY RUTHERFORD</b>	
Signed:	.....	
		Dated: .....

I, the undersigned, being a Former Member of the Company, irrevocably agree to such resolutions:

Name of member:	<b>SARAH KESBY</b>	
Signed:	.....	
		Dated: .....



**COMPASS BOX DELICIOUS WHISKY LTD**

**("Company")**

**WRITTEN RESOLUTIONS: CIRCULATED ON 01/05/ 2014**

**Note: This document is important and requires your immediate attention.**  
Please read the explanatory statement to members before signifying your agreement to the resolutions in this document.

**EXPLANATORY STATEMENT TO MEMBERS**

**1. NATURE OF WRITTEN RESOLUTIONS**

1.1 This document contains proposed written resolutions of the Company.

1.2 The resolutions are being proposed by the directors of the Company to ratify certain matters in relation to an allotment of shares purported to be made by the Company on 1 October 2009 ("Allotment"). More information in respect of this is set out in the memorandum which is attached to the draft resolutions and referred to below.

1.3 The resolutions are being circulated for approval by:

1.3.1 the former member of the Company who, at the time of the Allotment, would also have been entitled to vote on the resolutions required to provide the directors of the Company the necessary authorities to undertake the Allotment had such resolutions been circulated at that time ("**Former Member**"); and

1.3.2 the current members of the Company entitled to vote on the same. ("**Current Members**")

as unanimous resolutions, requiring each of the Current Members and Former Member of the Company to vote in favour of them to be passed.

1.4 A memorandum setting out further details in respect of the Allotment and the authorisations that should have been given to the directors of the Company at the time of the Allotment is supplied with these resolutions.

1.5 The resolutions are proposed as special resolutions and each require Current Members holding not less than 75 per cent of the total voting rights of members entitled to vote on such resolutions to vote in favour of them to be passed.

1.6 The Former Member is also being asked to approve the resolutions and acknowledge that she has no claim against the Company in respect of the resolutions or otherwise. Failure by the Former Member to approve the resolutions will **not, on its own** affect the requisite majority to pass the resolutions and to do so as a written resolution.

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**of**

**COMPASS BOX DELICIOUS WHISKY LTD**

**("Company")**

Written resolutions of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 ("Act") proposed by the directors of the Company as special resolutions as detailed below:

**SPECIAL RESOLUTIONS**

- I. **That** the current shareholding of the Company as at the date of circulation of these written resolutions is as follows:

<b>Shareholder</b>	<b>No of shares</b>	<b>Class of shares</b>	<b>Nominal Value</b>
C. Brooks and Kari Englehardt	10	Ordinary	£1
Byron J Glaser	37	Ordinary	£1
Riannon Walsh	20	Ordinary	£1
Jonathan Paul Norman Driver	80	Ordinary	£1
John Reppert Glaser	727	Ordinary	£1
Ann O Englehardt Trust	36	Ordinary	£1
Jonathan David James Downey	20	Ordinary	£1
Martyn Oliver Boulthwood	10	Ordinary	£1
Robert Andrew Millar	90	Ordinary	£1
CBIC, LLC	1061	Ordinary	£1
Dr Alan Gray Rutherford	35	Ordinary	£1

**MEMORANDUM TO THE SHAREHOLDERS IN RESPECT OF THE WRITTEN  
RESOLUTIONS**

1. On or Around 1 October 2009, the directors of Compass Box Delicious Whisky Ltd ("**Company**") purported to allot and issue shares in the capital of the Company as follows:

<b>Applicant</b>	<b>No of shares</b>	<b>Class of shares</b>	<b>Nominal Value</b>
CBIC, LLC	550	Ordinary	£1
Jonathan Driver	30	Ordinary	£1
Alan Rutherford	35	Ordinary	£1

together the ("**Allotment**").

2. At the time of the Allotment, members' resolutions were not passed to:

- 2.1 increase the authorised share capital of the Company;
- 2.2 grant the directors the requisite authority to allot shares; and
- 2.3 disapply pre-emption rights,

as required by the Companies Act 2006, the articles of association of the Company, or otherwise.

3. The directors of the Company consider it appropriate to seek the approval of the shareholders of the Company (both the current members of the Company ("**Current Members**") and the member of the company at the time of the Allotment who has since ceased to be a shareholder ("**Former Member**")) to:

- 3.1 ratify the Allotment with retrospective effect from 1 October 2009 and confirm the current share structure of the Company;
- 3.2 ratify the actions of the directors in respect of the Allotment; and
- 3.3 approve the resolutions that were required to be passed by the members of the Company at the time of the Allotment.

4. Your attention is therefore drawn to resolutions 1 and 2 set out in the enclosed written resolutions.

2. **PERIOD TO APPROVE WRITTEN RESOLUTIONS**

If the Company has not received the necessary level of members' agreement to pass the resolutions by the date falling 28 days from the date the resolutions were first circulated to members ("Lapse Date"), the resolutions will lapse.

3. **ACTION REQUIRED IF YOU WISH TO APPROVE THE RESOLUTIONS:**

3.1 Please signify your agreement to the resolutions by completing your details and signing and dating the document in the boxes provided and returning it to the Company by delivering your signed and dated document by hand or by post to the Company's registered address marked "For the attention of the directors".

3.2 **Once you have signified your agreement to the resolutions, you cannot revoke it.** Please ensure that your agreement reaches us no later than the close of business on the Lapse Date. Please note that you can only agree to all of the resolutions and not some only. Any document or reply which purports to approve some only of the resolutions will be treated as a vote against all of the resolutions.

3.3 If your shares are held jointly, only the agreement of the senior holder who agrees to the resolutions will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members.

3.4 If you are signifying agreement to the resolutions 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 to the Company at the same time as you signify your agreement to the resolutions and in any event by no later than the close of business on the Lapse Date.

4. **ACTION REQUIRED IF YOU DO NOT WISH TO AGREE TO THE RESOLUTIONS:**

You do not have to do anything. Failure to respond will not be treated as agreement to the resolutions.

2. **That** the allotment and issue of shares made by the directors of the Company on or around 1 October 2009 to the following persons:

<b>Applicant</b>	<b>No of shares</b>	<b>Class of shares</b>	<b>Nominal Value</b>
CBIC, LLC	550	Ordinary	£1
Jonathan Driver	30	Ordinary	£1
Alan Rutherford	35	Ordinary	£1

(the "Allotment"), be and is hereby ratified for all purposes as if:

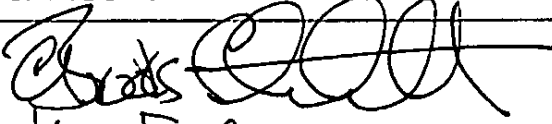
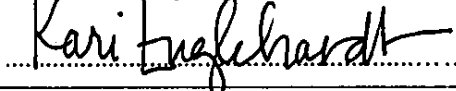
- 2.1 the articles of association of the Company had been amended by deleting the provision which, by virtue of paragraph 42(2) of Schedule 2 to the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, is treated as a provision of the articles of association of the Company and set the maximum amount of shares that may be allotted by the Company;
- 2.2 the directors had been granted general and unconditional authority, in accordance with article 2.1 and 2.4 of the Company's articles of association in force at the time of the Allotment ("Articles") and (to the extent required) for all purposes under the Act, to exercise all the powers of the Company to allot shares in the Company up to an aggregate nominal amount of £615; and
- 2.3 the pre-emption rights procedure as set out in article 2.2 of the Articles had been disapplied in respect of the Allotment.

Circulation date: 01/05/ 2014

Registered office: 24 Great King Street, Edinburgh, Midlothian EH3 6QN

**Agreement to written resolutions**

We, the undersigned, being the Current Members of the Company entitled to vote on the above resolutions, irrevocably agree to such resolutions:

Name of member:	<b>C. BROOKS AND KARI ENGLEHARDT</b>	3/21/14
Signed:	 	
		Dated: 3/21/14

Name of member:	<b>BYRON J GLASER</b>	
Signed:		
		Dated: .....

Name of member:	<b>RIANNON WALSH</b>	
Signed:		
		Dated: .....

Name of member:	<b>JONATHAN PAUL NORMAN DRIVER</b>	
Signed:		
		Dated: .....

Name of member:	<b>JOHN REPERT GLASER</b>	
Signed:		
		Dated: .....

Name of member:	<b>ANN O ENGLEHARDT TRUST</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>JONATHAN DAVID JAMES DOWNEY</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>MARTIN OLIVER BOULTWOOD</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>ROBERT ANDREW MILLAR</b>	
Signed:	.....	
		Dated: .....

Name of corporate member:	<b>CBIC LLC</b>	
Name and position of signatory:	  ..... <i>Block capitals please</i>	
Signed by authorised person on behalf of corporate member:	  .....	
		Dated: .....

Name of member:	<b>ALAN GRAY RUTHERFORD</b>	
Signed:	  .....	
		Dated: .....

I, the undersigned, being a Former Member of the Company, irrevocably agree to such resolutions:

Name of member:	<b>SARAH KESBY</b>	
Signed:	  .....	
		Dated: .....



**COMPASS BOX DELICIOUS WHISKY LTD**

**("Company")**

**WRITTEN RESOLUTIONS: CIRCULATED ON 01/05/ 2014**

**Note: This document is important and requires your immediate attention.  
Please read the explanatory statement to members before signifying your agreement to the resolutions in  
this document.**

**EXPLANATORY STATEMENT TO MEMBERS**

**1. NATURE OF WRITTEN RESOLUTIONS**

- 1.1 This document contains proposed written resolutions of the Company.
- 1.2 The resolutions are being proposed by the directors of the Company to ratify certain matters in relation to an allotment of shares purported to be made by the Company on 1 October 2009 ("Allotment"). More information in respect of this is set out in the memorandum which is attached to the draft resolutions and referred to below.
- 1.3 The resolutions are being circulated for approval by:
  - 1.3.1 the former member of the Company who, at the time of the Allotment, would also have been entitled to vote on the resolutions required to provide the directors of the Company the necessary authorities to undertake the Allotment had such resolutions been circulated at that time ("**Former Member**"); and
  - 1.3.2 the current members of the Company entitled to vote on the same ("**Current Members**")as unanimous resolutions, requiring each of the Current Members and Former Member of the Company to vote in favour of them to be passed.
- 1.4 A memorandum setting out further details in respect of the Allotment and the authorisations that should have been given to the directors of the Company at the time of the Allotment is supplied with these resolutions.
- 1.5 The resolutions are proposed as special resolutions and each require Current Members holding not less than 75 per cent of the total voting rights of members entitled to vote on such resolutions to vote in favour of them to be passed.
- 1.6 The Former Member is also being asked to approve the resolutions and acknowledge that she has no claim against the Company in respect of the resolutions or otherwise. Failure by the Former Member to approve the resolutions **will not, on its own** affect the requisite majority to pass the resolutions and to do so as a written resolution.

2. **PERIOD TO APPROVE WRITTEN RESOLUTIONS**

If the Company has not received the necessary level of members' agreement to pass the resolutions by the date falling 28 days from the date the resolutions were first circulated to members ("Lapse Date"), the resolutions will lapse.

3. **ACTION REQUIRED IF YOU WISH TO APPROVE THE RESOLUTIONS:**

- 3.1 Please signify your agreement to the resolutions by completing your details and signing and dating the document in the boxes provided and returning it to the Company by delivering your signed and dated document by hand or by post to the Company's registered address marked "For the attention of the directors".
- 3.2 Once you have signified your agreement to the resolutions, you cannot revoke it. Please ensure that your agreement reaches us no later than the close of business on the Lapse Date. Please note that you can only agree to all of the resolutions and not some only. Any document or reply which purports to approve some only of the resolutions will be treated as a vote against all of the resolutions.
- 3.3 If your shares are held jointly, only the agreement of the senior holder who agrees to the resolutions will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members.
- 3.4 If you are signifying agreement to the resolutions 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 to the Company at the same time as you signify your agreement to the resolutions and in any event by no later than the close of business on the Lapse Date.

4. **ACTION REQUIRED IF YOU DO NOT WISH TO AGREE TO THE RESOLUTIONS:**

You do not have to do anything. Failure to respond will not be treated as agreement to the resolutions.

*fw*

**MEMORANDUM TO THE SHAREHOLDERS IN RESPECT OF THE WRITTEN  
RESOLUTIONS**

1. On or Around 1 October 2009, the directors of Compass Box Delicious Whisky Ltd ("Company") purported to allot and issue shares in the capital of the Company as follows:

Applicant	No of shares	Class of shares	Nominal Value
CBIC, LLC	550	Ordinary	£1
Jonathan Driver	30	Ordinary	£1
Alan Rutherford	35	Ordinary	£1

together the ("Allotment").

2. At the time of the Allotment, members' resolutions were not passed to:

- 2.1 increase the authorised share capital of the Company;
- 2.2 grant the directors the requisite authority to allot shares; and
- 2.3 disapply pre-emption rights,

as required by the Companies Act 2006, the articles of association of the Company, or otherwise.

3. The directors of the Company consider it appropriate to seek the approval of the shareholders of the Company (both the current members of the Company ("Current Members") and the member of the company at the time of the Allotment who has since ceased to be a shareholder ("Former Member")) to:

- 3.1 ratify the Allotment with retrospective effect from 1 October 2009 and confirm the current share structure of the Company;
  - 3.2 ratify the actions of the directors in respect of the Allotment; and
  - 3.3 approve the resolutions that were required to be passed by the members of the Company at the time of the Allotment.
4. Your attention is therefore drawn to resolutions 1 and 2 set out in the enclosed written resolutions.



**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**COMPASS BOX DELICIOUS WHISKY LTD**

("Company")

Written resolutions of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 ("Act") proposed by the directors of the Company as special resolutions as detailed below:

**SPECIAL RESOLUTIONS**

1. That the current shareholding of the Company as at the date of circulation of these written resolutions is as follows:

Shareholder	No of shares	Class of shares	Nominal Value
C. Brooks and Kari Englehardt	10	Ordinary	£1
Byron J Glaser	37	Ordinary	£1
Riannon Walsh	20	Ordinary	£1
Jonathan Paul Norman Driver	80	Ordinary	£1
John Reppert Glaser	727	Ordinary	£1
Ann O Englehardt Trust	36	Ordinary	£1
Jonathan David James Downey	20	Ordinary	£1
Martyn Oliver Boultonwood	10	Ordinary	£1
Robert Andrew Millar	90	Ordinary	£1
CBIC, LLC	1061	Ordinary	£1
Dr Alan Gray Rutherford	35	Ordinary	£1

2. That the allotment and issue of shares made by the directors of the Company on or around 1 October 2009 to the following persons:

Applicant	No of shares	Class of shares	Nominal Value
CBIC, LLC	550	Ordinary	£1
Jonathan Driver	30	Ordinary	£1
Alan Rutherford	35	Ordinary	£1

(the "Allotment"), be and is hereby ratified for all purposes as if:

- 2.1 the articles of association of the Company had been amended by deleting the provision which, by virtue of paragraph 42(2) of Schedule 2 to the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, is treated as a provision of the articles of association of the Company and set the maximum amount of shares that may be allotted by the Company;
- 2.2 the directors had been granted general and unconditional authority, in accordance with article 2.1 and 2.4 of the Company's articles of association in force at the time of the Allotment ("Articles") and (to the extent required) for all purposes under the Act, to exercise all the powers of the Company to allot shares in the Company up to an aggregate nominal amount of £615; and
- 2.3 the pre-emption rights procedure as set out in article 2.2 of the Articles had been disapplied in respect of the Allotment.

Circulation date: 01/05/2014

Registered office: 24 Great King Street, Edinburgh, Midlothian EH3 6QN

#### Agreement to written resolutions

We, the undersigned, being the Current Members of the Company entitled to vote on the above resolutions, irrevocably agree to such resolutions:



Name of member:	<b>C. BROOKS AND KARI ENGLEHARDT</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>BYRON J GLASER</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>RIANNON WALSH</b>	
Signed:	<i>RIANNON WALSH</i> .....	
		Dated: <i>9 March 2014</i>

Name of member:	<b>JONATHAN PAUL NORMAN DRIVER</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>JOHN REPERT GLASER</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>ANN O ENGLEHARDT TRUST</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>JONATHAN DAVID JAMES DOWNEY</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>MARTIN OLIVER BOULTWOOD</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>ROBERT ANDREW MILLAR</b>	
Signed:	.....	
		Dated: .....

Name of corporate member:	<b>CBIC LLC</b>	
Name and position of signatory:	..... <i>Block capitals please</i>	
Signed by authorised person on behalf of corporate member:	.....	

Dated: .....

Name of member:	<b>ALAN GRAY RUTHERFORD</b>	
Signed:	.....	

Dated: .....

I, the undersigned, being a Former Member of the Company, irrevocably agree to such resolutions:

Name of member:	<b>SARAH KESBY</b>	
Signed:	.....	

Dated: .....



## COMPASS BOX DELICIOUS WHISKY LTD

("Company")

WRITTEN RESOLUTIONS: CIRCULATED ON 01/05/ 2014

**Note: This document is important and requires your immediate attention.**  
Please read the explanatory statement to members before signifying your agreement to the resolutions in this document.

### EXPLANATORY STATEMENT TO MEMBERS

#### 1. NATURE OF WRITTEN RESOLUTIONS

- 1.1 This document contains proposed written resolutions of the Company.
- 1.2 The resolutions are being proposed by the directors of the Company to ratify certain matters in relation to an allotment of shares purported to be made by the Company on 1 October 2009 ("Allotment"). More information in respect of this is set out in the memorandum which is attached to the draft resolutions and referred to below.
- 1.3 The resolutions are being circulated for approval by:
  - 1.3.1 the former member of the Company who, at the time of the Allotment, would also have been entitled to vote on the resolutions required to provide the directors of the Company the necessary authorities to undertake the Allotment had such resolutions been circulated at that time ("**Former Member**"); and
  - 1.3.2 the current members of the Company entitled to vote on the same ("**Current Members**")as unanimous resolutions, requiring each of the Current Members and Former Member of the Company to vote in favour of them to be passed.
- 1.4 A memorandum setting out further details in respect of the Allotment and the authorisations that should have been given to the directors of the Company at the time of the Allotment is supplied with these resolutions.
- 1.5 The resolutions are proposed as special resolutions and each require Current Members holding not less than 75 per cent of the total voting rights of members entitled to vote on such resolutions to vote in favour of them to be passed.
- 1.6 The Former Member is also being asked to approve the resolutions and acknowledge that she has no claim against the Company in respect of the resolutions or otherwise. Failure by the Former Member to approve the resolutions **will not, on its own** affect the requisite majority to pass the resolutions and to do so as a written resolution.

2. **PERIOD TO APPROVE WRITTEN RESOLUTIONS**

If the Company has not received the necessary level of members' agreement to pass the resolutions by the date falling 28 days from the date the resolutions were first circulated to members ("Lapse Date"), the resolutions will lapse.

3. **ACTION REQUIRED IF YOU WISH TO APPROVE THE RESOLUTIONS:**

- 3.1 Please signify your agreement to the resolutions by completing your details and signing and dating the document in the boxes provided and returning it to the Company by delivering your signed and dated document by hand or by post to the Company's registered address marked "For the attention of the directors".
- 3.2 **Once you have signified your agreement to the resolutions, you cannot revoke it.** Please ensure that your agreement reaches us no later than the close of business on the Lapse Date. Please note that you can only agree to all of the resolutions and not some only. Any document or reply which purports to approve some only of the resolutions will be treated as a vote against all of the resolutions.
- 3.3 If your shares are held jointly, only the agreement of the senior holder who agrees to the resolutions will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members.
- 3.4 If you are signifying agreement to the resolutions 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 to the Company at the same time as you signify your agreement to the resolutions and in any event by no later than the close of business on the Lapse Date.

4. **ACTION REQUIRED IF YOU DO NOT WISH TO AGREE TO THE RESOLUTIONS:**

You do not have to do anything. Failure to respond will not be treated as agreement to the resolutions.

**MEMORANDUM TO THE SHAREHOLDERS IN RESPECT OF THE WRITTEN  
RESOLUTIONS**

1. On or Around 1 October 2009, the directors of Compass Box Delicious Whisky Ltd ("Company") purported to allot and issue shares in the capital of the Company as follows:

<b>Applicant</b>	<b>No of shares</b>	<b>Class of shares</b>	<b>Nominal Value</b>
CBIC, LLC	550	Ordinary	£1
Jonathan Driver	30	Ordinary	£1
Alan Rutherford	35	Ordinary	£1

together the ("Allotment").

2. At the time of the Allotment, members' resolutions were not passed to:

- 2.1 increase the authorised share capital of the Company;
- 2.2 grant the directors the requisite authority to allot shares; and
- 2.3 disapply pre-emption rights,

as required by the Companies Act 2006, the articles of association of the Company, or otherwise.

3. The directors of the Company consider it appropriate to seek the approval of the shareholders of the Company (both the current members of the Company ("Current Members") and the member of the company at the time of the Allotment who has since ceased to be a shareholder ("Former Member")) to:

- 3.1 ratify the Allotment with retrospective effect from 1 October 2009 and confirm the current share structure of the Company;
- 3.2 ratify the actions of the directors in respect of the Allotment; and
- 3.3 approve the resolutions that were required to be passed by the members of the Company at the time of the Allotment.

4. Your attention is therefore drawn to resolutions 1 and 2 set out in the enclosed written resolutions.

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**COMPASS BOX DELICIOUS WHISKY LTD**

("Company")

Written resolutions of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 ("Act") proposed by the directors of the Company as special resolutions as detailed below:

**SPECIAL RESOLUTIONS**

1. That the current shareholding of the Company as at the date of circulation of these written resolutions is as follows:

Shareholder	No of shares	Class of shares	Nominal Value
C. Brooks and Kari Englehardt	10	Ordinary	£1
Byron J Glaser	37	Ordinary	£1
Riannon Walsh	20	Ordinary	£1
Jonathan Paul Norman Driver	80	Ordinary	£1
John Reppert Glaser	727	Ordinary	£1
Ann O Englehardt Trust	36	Ordinary	£1
Jonathan David James Downey	20	Ordinary	£1
Martyn Oliver Boulthwood	10	Ordinary	£1
Robert Andrew Millar	90	Ordinary	£1
CBIC, LLC	1061	Ordinary	£1
Dr Alan Gray Rutherford	35	Ordinary	£1

2. That the allotment and issue of shares made by the directors of the Company on or around 1 October 2009 to the following persons:

Applicant	No of shares	Class of shares	Nominal Value
CBIC, LLC	550	Ordinary	£1
Jonathan Driver	30	Ordinary	£1
Alan Rutherford	35	Ordinary	£1

(the "Allotment"), be and is hereby ratified for all purposes as if:

- 2.1 the articles of association of the Company had been amended by deleting the provision which, by virtue of paragraph 42(2) of Schedule 2 to the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, is treated as a provision of the articles of association of the Company and set the maximum amount of shares that may be allotted by the Company;
- 2.2 the directors had been granted general and unconditional authority, in accordance with article 2.1 and 2.4 of the Company's articles of association in force at the time of the Allotment ("Articles") and (to the extent required) for all purposes under the Act, to exercise all the powers of the Company to allot shares in the Company up to an aggregate nominal amount of £615; and
- 2.3 the pre-emption rights procedure as set out in article 2.2 of the Articles had been disapplied in respect of the Allotment.

Circulation date: 01/05/2014

Registered office: 24 Great King Street, Edinburgh, Midlothian EH3 6QN

**Agreement to written resolutions**

We, the undersigned, being the Current Members of the Company entitled to vote on the above resolutions, irrevocably agree to such resolutions:

Name of member:	<b>C. BROOKS AND KARI ENGLEHARDT</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>BYRON J GLASER</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>RIANNON WALSH</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>JONATHAN PAUL NORMAN DRIVER</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>JOHN REPERT GLASER</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>ANN O ENGLEHARDT TRUST</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>JONATHAN DAVID JAMES DOWNEY</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>MARTIN OLIVER BOULTWOOD</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>ROBERT ANDREW MILLAR</b>	
Signed:	<i>Robert Millar</i> .....	
		Dated: <i>9/3/2014</i>

Name of corporate member:	<b>CBIC LLC</b>	
Name and position of signatory:	..... <i>Block capitals please</i>	
Signed by authorised person on behalf of corporate member:	.....	

Dated: .....

Name of member:	<b>ALAN GRAY RUTHERFORD</b>	
Signed:	.....	

Dated: .....

I, the undersigned, being a Former Member of the Company, irrevocably agree to such resolutions:

Name of member:	<b>SARAH KESBY</b>	
Signed:	..... <i>S Kesby</i>	

Dated: *09.03.14*.....



**COMPASS BOX DELICIOUS WHISKY LTD**

("Company")

**WRITTEN RESOLUTIONS: CIRCULATED ON 01/05/2014**

**Note: This document is important and requires your immediate attention.**  
Please read the explanatory statement to members before signifying your agreement to the resolutions in this document.

**EXPLANATORY STATEMENT TO MEMBERS**

**1. NATURE OF WRITTEN RESOLUTIONS**

- 1.1 This document contains proposed written resolutions of the Company.
- 1.2 The resolutions are being proposed by the directors of the Company to ratify certain matters in relation to an allotment of shares purported to be made by the Company on 1 October 2009 ("Allotment"). More information in respect of this is set out in the memorandum which is attached to the draft resolutions and referred to below.
- 1.3 The resolutions are being circulated for approval by:
  - 1.3.1 the former member of the Company who, at the time of the Allotment, would also have been entitled to vote on the resolutions required to provide the directors of the Company the necessary authorities to undertake the Allotment had such resolutions been circulated at that time ("**Former Member**"); and
  - 1.3.2 the current members of the Company entitled to vote on the same ("**Current Members**")as unanimous resolutions, requiring each of the Current Members and Former Member of the Company to vote in favour of them to be passed.
- 1.4 A memorandum setting out further details in respect of the Allotment and the authorisations that should have been given to the directors of the Company at the time of the Allotment is supplied with these resolutions.
- 1.5 The resolutions are proposed as special resolutions and each require Current Members holding not less than 75 per cent of the total voting rights of members entitled to vote on such resolutions to vote in favour of them to be passed.
- 1.6 The Former Member is also being asked to approve the resolutions and acknowledge that she has no claim against the Company in respect of the resolutions or otherwise. Failure by the Former Member to approve the resolutions **will not, on its own** affect the requisite majority to pass the resolutions and to do so as a written resolution.

**2. PERIOD TO APPROVE WRITTEN RESOLUTIONS**

If the Company has not received the necessary level of members' agreement to pass the resolutions by the date falling 28 days from the date the resolutions were first circulated to members ("Lapse Date"), the resolutions will lapse.

**3. ACTION REQUIRED IF YOU WISH TO APPROVE THE RESOLUTIONS:**

- 3.1 Please signify your agreement to the resolutions by completing your details and signing and dating the document in the boxes provided and returning it to the Company by delivering your signed and dated document by hand or by post to the Company's registered address marked "For the attention of the directors".
- 3.2 **Once you have signified your agreement to the resolutions, you cannot revoke it.** Please ensure that your agreement reaches us no later than the close of business on the Lapse Date. Please note that you can only agree to all of the resolutions and not some only. Any document or reply which purports to approve some only of the resolutions will be treated as a vote against all of the resolutions.
- 3.3 If your shares are held jointly, only the agreement of the senior holder who agrees to the resolutions will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members.
- 3.4 If you are signifying agreement to the resolutions 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 to the Company at the same time as you signify your agreement to the resolutions and in any event by no later than the close of business on the Lapse Date.

**4. ACTION REQUIRED IF YOU DO NOT WISH TO AGREE TO THE RESOLUTIONS:**

You do not have to do anything. Failure to respond will not be treated as agreement to the resolutions.

**MEMORANDUM TO THE SHAREHOLDERS IN RESPECT OF THE WRITTEN  
RESOLUTIONS**

1. On or Around 1 October 2009, the directors of Compass Box Delicious Whisky Ltd ("Company") purported to allot and issue shares in the capital of the Company as follows:

Applicant	No of shares	Class of shares	Nominal Value
CBIC, LLC	550	Ordinary	£1
Jonathan Driver	30	Ordinary	£1
Alan Rutherford	35	Ordinary	£1

together the ("Allotment").

2. At the time of the Allotment, members' resolutions were not passed to:

- 2.1 increase the authorised share capital of the Company;
- 2.2 grant the directors the requisite authority to allot shares; and
- 2.3 disapply pre-emption rights,

as required by the Companies Act 2006, the articles of association of the Company, or otherwise.

3. The directors of the Company consider it appropriate to seek the approval of the shareholders of the Company (both the current members of the Company ("**Current Members**") and the member of the company at the time of the Allotment who has since ceased to be a shareholder ("**Former Member**")) to:

- 3.1 ratify the Allotment with retrospective effect from 1 October 2009 and confirm the current share structure of the Company;
- 3.2 ratify the actions of the directors in respect of the Allotment; and
- 3.3 approve the resolutions that were required to be passed by the members of the Company at the time of the Allotment.

4. Your attention is therefore drawn to resolutions 1 and 2 set out in the enclosed written resolutions.

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**COMPASS BOX DELICIOUS WHISKY LTD**

("Company")

Written resolutions of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 ("Act") proposed by the directors of the Company as special resolutions as detailed below:

**SPECIAL RESOLUTIONS**

1. **That** the current shareholding of the Company as at the date of circulation of these written resolutions is as follows:

Shareholder	No of shares	Class of shares	Nominal Value
C. Brooks and Kari Englehardt	10	Ordinary	£1
Byron J Glaser	37	Ordinary	£1
Riannon Walsh	20	Ordinary	£1
Jonathan Paul Norman Driver	80	Ordinary	£1
John Reppert Glaser	727	Ordinary	£1
Ann O Englehardt Trust	36	Ordinary	£1
Jonathan David James Downey	20	Ordinary	£1
Martyn Oliver Boulwood	10	Ordinary	£1
Robert Andrew Millar	90	Ordinary	£1
CBIC, LLC	1061	Ordinary	£1
Dr Alan Gray Rutherford	35	Ordinary	£1

2. **That** the allotment and issue of shares made by the directors of the Company on or around 1 October 2009 to the following persons:

<b>Applicant</b>	<b>No of shares</b>	<b>Class of shares</b>	<b>Nominal Value</b>
CBIC, LLC	550	Ordinary	£1
Jonathan Driver	30	Ordinary	£1
Alan Rutherford	35	Ordinary	£1

(the "Allotment"), be and is hereby ratified for all purposes as if:

- 2.1 the articles of association of the Company had been amended by deleting the provision which, by virtue of paragraph 42(2) of Schedule 2 to the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, is treated as a provision of the articles of association of the Company and set the maximum amount of shares that may be allotted by the Company;
- 2.2 the directors had been granted general and unconditional authority, in accordance with article 2.1 and 2.4 of the Company's articles of association in force at the time of the Allotment ("Articles") and (to the extent required) for all purposes under the Act, to exercise all the powers of the Company to allot shares in the Company up to an aggregate nominal amount of £615; and
- 2.3 the pre-emption rights procedure as set out in article 2.2 of the Articles had been disapplied in respect of the Allotment.

Circulation date: 01/05/ 2014

Registered office: 24 Great King Street, Edinburgh, Midlothian EH3 6QN

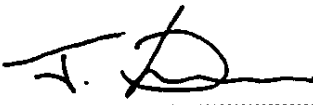
#### **Agreement to written resolutions**

We, the undersigned, being the Current Members of the Company entitled to vote on the above resolutions, irrevocably agree to such resolutions:

Name of member:	<b>C. BROOKS AND KARI ENGLEHARDT</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>BYRON J GLASER</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>RIANNON WALSH</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>JONATHAN PAUL NORMAN DRIVER</b>	
Signed:	 .....	
		Dated: <b>20/3/14</b> .....

Name of member:	<b>JOHN REPPERT GLASER</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>ANN O ENGLEHARDT TRUST</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>JONATHAN DAVID JAMES DOWNEY</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>MARTIN OLIVER BOULTWOOD</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>ROBERT ANDREW MILLAR</b>	
Signed:	.....	
		Dated: .....

**COMPASS BOX DELICIOUS WHISKY LTD**

("Company")

**WRITTEN RESOLUTIONS: CIRCULATED ON 01/05/2014**

**Note: This document is important and requires your immediate attention.**  
Please read the explanatory statement to members before signifying your agreement to the resolutions in this document.

**EXPLANATORY STATEMENT TO MEMBERS**

**1. NATURE OF WRITTEN RESOLUTIONS**

- 1.1 This document contains proposed written resolutions of the Company.
- 1.2 The resolutions are being proposed by the directors of the Company to ratify certain matters in relation to an allotment of shares purported to be made by the Company on 1 October 2009 ("Allotment"). More information in respect of this is set out in the memorandum which is attached to the draft resolutions and referred to below.
- 1.3 The resolutions are being circulated for approval by:
  - 1.3.1 the former member of the Company who, at the time of the Allotment, would also have been entitled to vote on the resolutions required to provide the directors of the Company the necessary authorities to undertake the Allotment had such resolutions been circulated at that time ("Former Member"); and
  - 1.3.2 the current members of the Company entitled to vote on the same ("Current Members")as unanimous resolutions, requiring each of the Current Members and Former Member of the Company to vote in favour of them to be passed.
- 1.4 A memorandum setting out further details in respect of the Allotment and the authorisations that should have been given to the directors of the Company at the time of the Allotment is supplied with these resolutions.
- 1.5 The resolutions are proposed as special resolutions and each require Current Members holding not less than 75 per cent of the total voting rights of members entitled to vote on such resolutions to vote in favour of them to be passed.
- 1.6 The Former Member is also being asked to approve the resolutions and acknowledge that she has no claim against the Company in respect of the resolutions or otherwise. Failure by the Former Member to approve the resolutions will not, on its own affect the requisite majority to pass the resolutions and to do so as a written resolution.



**2. PERIOD TO APPROVE WRITTEN RESOLUTIONS**

If the Company has not received the necessary level of members' agreement to pass the resolutions by the date falling 28 days from the date the resolutions were first circulated to members ("Lapse Date"), the resolutions will lapse.

**3. ACTION REQUIRED IF YOU WISH TO APPROVE THE RESOLUTIONS:**

3.1 Please signify your agreement to the resolutions by completing your details and signing and dating the document in the boxes provided and returning it to the Company by delivering your signed and dated document by hand or by post to the Company's registered address marked "For the attention of the directors".

3.2 Once you have signified your agreement to the resolutions, you cannot revoke it. Please ensure that your agreement reaches us no later than the close of business on the Lapse Date. Please note that you can only agree to all of the resolutions and not some only. Any document or reply which purports to approve some only of the resolutions will be treated as a vote against all of the resolutions.

3.3 If your shares are held jointly, only the agreement of the senior holder who agrees to the resolutions will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members.

3.4 If you are signifying agreement to the resolutions 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 to the Company at the same time as you signify your agreement to the resolutions and in any event by no later than the close of business on the Lapse Date.

**4. ACTION REQUIRED IF YOU DO NOT WISH TO AGREE TO THE RESOLUTIONS:**

You do not have to do anything. Failure to respond will not be treated as agreement to the resolutions.

**MEMORANDUM TO THE SHAREHOLDERS IN RESPECT OF THE WRITTEN  
RESOLUTIONS**

1. On or Around 1 October 2009, the directors of Compass Box Delicious Whisky Ltd ("Company") purported to allot and issue shares in the capital of the Company as follows:

Applicant	No of shares	Class of shares	Nominal Value
CBIC, LLC	550	Ordinary	£1
Jonathan Driver	30	Ordinary	£1
Alan Rutherford	35	Ordinary	£1

together the ("Allotment").

2. At the time of the Allotment, members' resolutions were not passed to:
- 2.1 increase the authorised share capital of the Company;
- 2.2 grant the directors the requisite authority to allot shares; and
- 2.3 disapply pre-emption rights,
- as required by the Companies Act 2006, the articles of association of the Company, or otherwise.
3. The directors of the Company consider it appropriate to seek the approval of the shareholders of the Company (both the current members of the Company ("Current Members") and the member of the company at the time of the Allotment who has since ceased to be a shareholder ("Former Member")) to:
- 3.1 ratify the Allotment with retrospective effect from 1 October 2009 and confirm the current share structure of the Company;
- 3.2 ratify the actions of the directors in respect of the Allotment; and
- 3.3 approve the resolutions that were required to be passed by the members of the Company at the time of the Allotment.
4. Your attention is therefore drawn to resolutions 1 and 2 set out in the enclosed written resolutions.

Company no. SC205193

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**COMPASS BOX DELICIOUS WHISKY LTD**

("Company")

Written resolutions of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 ("Act") proposed by the directors of the Company as special resolutions as detailed below:

**SPECIAL RESOLUTIONS**

1. That the current shareholding of the Company as at the date of circulation of these written resolutions is as follows:

Shareholder	No of shares	Class of shares	Nominal Value
C. Brooks and Kari Englehardt	10	Ordinary	£1
Byron J Glaser	37	Ordinary	£1
Riannon Walsh	20	Ordinary	£1
Jonathan Paul Norman Driver	80	Ordinary	£1
John Reppert Glaser	727	Ordinary	£1
Ann O Englehardt Trust	36	Ordinary	£1
Jonathan David James Downey	20	Ordinary	£1
Martyn Oliver Boulthwood	10	Ordinary	£1
Robert Andrew Millar	90	Ordinary	£1
CBIC, LLC	1061	Ordinary	£1
Dr Alan Gray Rutherford	35	Ordinary	£1

2. That the allotment and issue of shares made by the directors of the Company on or around 1 October 2009 to the following persons:

Applicant	No of shares	Class of shares	Nominal Value
CBIC, LLC	550	Ordinary	£1
Jonathan Driver	30	Ordinary	£1
Alan Rutherford	35	Ordinary	£1

(the "Allotment"), be and is hereby ratified for all purposes as if:

- 2.1 the articles of association of the Company had been amended by deleting the provision which, by virtue of paragraph 42(2) of Schedule 2 to the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, is treated as a provision of the articles of association of the Company and set the maximum amount of shares that may be allotted by the Company;
- 2.2 the directors had been granted general and unconditional authority, in accordance with article 2.1 and 2.4 of the Company's articles of association in force at the time of the Allotment ("Articles") and (to the extent required) for all purposes under the Act, to exercise all the powers of the Company to allot shares in the Company up to an aggregate nominal amount of £615; and
- 2.3 the pre-emption rights procedure as set out in article 2.2 of the Articles had been disappplied in respect of the Allotment.

Circulation date: 01/05/2014

Registered office: 24 Great King Street, Edinburgh, Midlothian EH3 6QN

#### Agreement to written resolutions

We, the undersigned, being the Current Members of the Company entitled to vote on the above resolutions, irrevocably agree to such resolutions:

Name of member:	<b>C. BROOKS AND KARI ENGLEHARDT</b>	
Signed:		
		Dated: .....

Name of member:	<b>BYRON J GLASER</b>	
Signed:		
		Dated: .....

Name of member:	<b>RIANNON WALSH</b>	
Signed:		
		Dated: .....

Name of member:	<b>JONATHAN PAUL NORMAN DRIVER</b>	
Signed:		
		Dated: .....

Name of member:	<b>JOHN REPERT GLASER</b>	
Signed:		
		Dated: .....

Name of member:	<b>ANN O ENGLEHARDT TRUST</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>JONATHAN DAVID JAMES DOWNEY</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>MARTIN OLIVER BOULTWOOD</b>	
Signed:	.....	
		Dated: .....

Name of member:	<b>ROBERT ANDREW MILLAR</b>	
Signed:	.....	
		Dated: .....

Name of corporate member:	CBIC LLC	
Name and position of signatory:	CHARLES MERINDFF ..... <i>Block capitals please</i>	
Signed by authorised person on behalf of corporate member:	<i>x Charles Merindff</i> .....	
		Dated: <i>March 11th 2014</i>

Name of member:	ALAN GRAY RUTHERFORD	
Signed:	.....	
		Dated: .....

I, the undersigned, being a Former Member of the Company, irrevocably agree to such resolutions:

Name of member:	SARAH KESBY	
Signed:	.....	
		Dated: .....