

Company Number SC483145  
PRIVATE COMPANY LIMITED BY SHARES  
**WRITTEN RESOLUTION**  
**Of**  
**R&B DISTILLERS LIMITED (the "Company")**

By written resolution of the Company in accordance with Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions and class consent were passed on  
23 December 2022:

**"SPECIAL RESOLUTION**

**1. Articles of Association**

THAT the Articles of Association in the form attached hereto ("**New Articles**") be and they are hereby adopted as the Articles of Association of the Company in substitution for the existing articles of association of the Company.

**ORDINARY RESOLUTIONS**

**2. Authority to Allot**

THAT, in accordance with section 551 of the Companies Act 2006, the Directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £6,047,956 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling 5 years from the date on which this resolution is passed.

This authority revokes and replaces all unexercised authorities previously granted to the Directors.

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

THAT, subject to the passing of resolution 1 and resolution 2, the Directors be generally empowered to allot up to 6,047,956 ordinary shares of £1.00 each with an aggregate nominal value of £6,047,956 to such persons and in such numbers as the Directors at their sole discretion deem fit and without first offering the same to any other person(s) pursuant to article 34.3.1 of the New Articles or otherwise.

**CLASS CONSENT**

- 4.** In accordance with article 32 of the articles of association of the Company we, being the holders of not less than three-quarters in nominal value of the issued A Hurdle Shares of £0.0001 each in the capital of the Company, hereby irrevocably consent to and sanction the passing of resolution 1 and every variation, modification or abrogation of the rights, privileges and restrictions attaching to the A Hurdle Shares of £0.0001 each as a class of shares that will or may be effected thereby."

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30/12/2022

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COMPANIES HOUSE

DocuSigned by:

*Stuart Blues*

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Director, **R&B DISTILLERS LIMITED**

23 December 2022

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Date