

Company number 07688037

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES



WRITTEN RESOLUTIONS OF THE SHAREHOLDERS

-of-

CAMBRIDGE DISTILLERY LTD (the "**Company**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company (the "**Directors**") propose that the following resolutions be passed as special resolutions (the "**Resolutions**").

SPECIAL RESOLUTIONS

1. **THAT** the articles of association in the form attached to this resolution (the **New Articles**) be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.
2. **THAT**, conditional upon the passing of resolution 1, each of the 50 ordinary shares of £0.01 each in the capital of the Company held by Diageo DV Limited, be and are hereby re-designated as deferred shares of £0.01 each in the capital of the Company, having the rights and being subject to the restrictions set out in the New Articles.

AGREEMENT

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

The undersigned, being the members of the Company entitled to vote on the Resolutions on 16 September 2021 (the "**Circulation Date**") hereby irrevocably agree to the Resolutions.

DocuSigned by:

Kara Major

Diageo DV Limited

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16 September 2021

Date:

.....
William Lowe

Date:

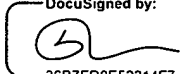
.....
Lucy Lowe

Date:

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Diageo DV Limited

Date:

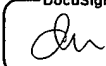
DocuSigned by:



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36B7FD0E52244F7A.....
William Lowe

Date: 16 September 2021

DocuSigned by:



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Lucy Lowe

Date: 16 September 2021

Date:

NOTES

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

By Hand: delivering the signed copy to the Company at its registered address.

Post: returning the signed copy by post to the Directors at the registered address of the Company.

Email to: will@cambridgedistillery.co.uk

CC: barnaby.stokes@lewissilkin.com

2. If you do not agree to the Resolutions, you do not need to do anything, you will not be deemed to agree if you fail to reply.
3. Unless, by 28 days after the Circulation Date, sufficient agreement has been received for the Resolutions to pass, the Resolutions will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date.
4. Sufficient agreement will have been reached to pass a special resolution if eligible members representing not less than 75% of the total voting rights of eligible members signify their agreement to it.
5. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.