

Company Number: 08603549

THURSDAY



A04 *A8Z75P5D* 20/02/2020 #99
COMPANIES HOUSE

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

Lucozade Ribena Suntory Limited

(the "Company")

Circulated on **07 FEBRUARY** 2020 (the "Circulation Date")

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

SPECIAL RESOLUTIONS

- 1 "THAT, pursuant to section 641(1)(a) of the Act, on 13 December 2019 the Company reduced its issued share capital by £37,469,000 by cancelling and extinguishing 37,469,000 of its issued ordinary shares of £1.00 each (the "**Reduction**"). The sole member of the Company hereby confirms and approves that the amount arising upon the Reduction was returned directly to the sole member as a return of capital on 13 December 2019, with monies transferred to and received by the sole shareholder in December 2019."
- 2 "THAT, pursuant to the passing of resolution 1 above, these Resolutions hereby supersede and correct resolution 2 of the special resolutions passed by the sole member on 13 December 2019, a copy of which is attached at Exhibit 1 to these Resolutions."

AGREEMENT

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

We, the undersigned, being all the eligible members of the Company, hereby confirm that we have received a copy of the Resolutions in accordance with section 291 of the Act and hereby irrevocably agree that the Resolutions be passed as written resolutions pursuant to section 288 of the Act and shall take effect as special resolutions.

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斎藤和弘

For and on behalf of **SUNTORY BEVERAGE & FOOD LIMITED**

Name: Kazuhiro Saito

Title: President & Chief Executive Officer

Date: 12 FEBRUARY 2020

NOTES

1. Eligible members are the members of the Company who would have been entitled to vote on the Resolutions on the Circulation Date.
2. You can choose to agree to both of the Resolutions or neither of them but you cannot agree to only one of them. If you agree to both of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
3. If you do not agree to either of the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
4. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

Company Number: 08603549

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

Lucozade Ribena Suntory Limited

(the "Company")

Circulated on 12 December 2019 (the "Circulation Date")

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

SPECIAL RESOLUTIONS

- 1 "THAT, pursuant to section 641(1)(a) of the Act, reduce the Company's issued share capital by £37,469,000, from £755,000,001, comprising 755,000,001 ordinary shares of £1.00, to £717,531,001, comprising 717,531,001 ordinary shares of £1.00 each, by cancelling and extinguishing 37,469,000 of such issued ordinary shares of £1.00 each."
- 2 "THAT, the amount arising upon the reduction of capital pursuant to Resolution 1 above be credited to the profit and loss reserves of the company."

AGREEMENT

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

We, the undersigned, being all the eligible members of the Company, hereby confirm that we have received a copy of the Resolutions in accordance with section 291 of the Act and hereby irrevocably agree that the Resolutions be passed as written resolutions pursuant to section 288 of the Act and shall take effect as special resolutions.

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EXHIBIT 1

Special Resolutions of the Company passed on 13 December 2019

齊藤 和弘

For and on behalf of **SUNTORY BEVERAGE & FOOD LIMITED**

Name: Kazuhiro Saito

Title: President & Chief Executive Officer

Date: 13/12/2019

NOTES

1. Eligible members are the members of the Company who would have been entitled to vote on the Resolutions on the Circulation Date.
2. You can choose to agree to both of the Resolutions or neither of them but you cannot agree to only one of them. If you agree to both of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
3. If you do not agree to either of the Resolutions, you do not need to do anything; you will not be deemed to agree if you fail to reply.
4. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
5. Pursuant to section 642 of the Act, the Resolutions must be passed not more than 15 days after the date of the solvency statement relating to the reduction of capital therefore unless sufficient agreement has been received for the Resolutions to be passed within 15 days after the date of the solvency statement, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.