

Company number 09697717  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS



of

BETTER TASTING DRINKS CO. LIMITED ("the Company")

CIRCULATION DATE 27 May 2019

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

**SPECIAL RESOLUTIONS**

1. THAT an Employee Share Scheme (the **Scheme**) be adopted by the Company on such terms (including exercise price) as the board of directors of the Company (the **Board**) may determine for the purpose of granting either Enterprise Management Incentive (**EMI**) or unapproved options over / allotting and issuing up to (in aggregate) 351,499 ordinary shares of £0.001 each in the capital of the Company to those employees who are eligible in accordance with the (then existing) rules of the Scheme (**Eligible Employees**) and otherwise as the Board may in its absolute discretion determine and THAT the Company grants options in favour of such Eligible Employees over such numbers of shares (subject to the aggregate total above) and at such exercise price per share as the Board may in its absolute discretion determine.
2. THAT an unapproved share option plan be adopted by the Company on such terms (including exercise price) as the Board may determine for the purpose of granting options over / allotting and issuing up to (in aggregate) 409,582 ordinary shares of £0.001 each in the capital of the Company to Mark Palmer and William Kendall (directors of the Company who are not employees of the Company) and otherwise as the Board may in its absolute discretion determine and THAT the Company grants unapproved share options in favour of Mark Palmer and William Kendall over such numbers of shares (subject to the aggregate total above) and at such exercise price per share as the Board may in its absolute discretion determine.
3. THAT the articles of association of the Company be amended by the deletion of the wording "of £1.00 each" in article 3.1 and the substitution therefor of the following new wording "of £0.001 each".

4. THAT the Directors be generally empowered to allot and issue the equity securities (as defined in section 560 of the Companies Act 2006) in the capital of the Company referred to in resolutions 1 and 2 above (or any of them) to each of the relevant option holders pursuant to the relevant allotment authority conferred on the Directors (whether as set out in article 3 (Further issue of shares: authority) of the Company's articles of association (as amended from time to time) or otherwise howsoever) as if no pre-emption rights (whether under article 4 (Further issue of shares: pre-emption rights) of the Company's articles of association (as amended from time to time) or under the Companies Act 2006 or otherwise howsoever) applied in relation thereto.

**AGREEMENT**

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

The undersigned, each a person entitled to vote on the above resolutions on 27 May 2019 (being the circulation date), hereby irrevocably agrees to the Special Resolutions:

.....  
Mark Sainsbury

Date ..... 2019 /

.....  
Stephen Unwin

Date ..... 2019

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Mark Palmer

Date ..... 2019 ,

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Louise Holland

Date ..... 2019 /

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Thomasina Miers

Date ..... 2019

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Rupert Edwards

Date ..... 2019 /

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Jonathan Warburton

Date ..... 2019 /

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William Kendall /

Date ..... 2019

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James Birch /

Date ..... 2019

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Cluny Brown

Date ..... 2019

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Nicholas Beart

Date ..... 2019

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Lucy Wicksteed

Date ..... 2019 /

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Kate Marlow /

Date ..... 2019

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Caroline Hildebrand /

Date ..... 2019 /

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James Hardigg

Date ..... 2019

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Jeffrey Berman

Date ..... 2019

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Mark Paton /

Date ..... 2019

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Andre Hoffmann /

Date ..... 2019

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Mary Louise Avery

Date ..... 2019 /

.....  
Jonathan Boyer

Date ..... 2019 /

## 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 FAO Gemma Pryke, Better Tasting Drinks Co. Limited of [Unit F4, Base Business Park, Rendlesham, Suffolk IP12 2TW].
  - **Post:** returning the signed copy by post to FAO Gemma Pryke, Better Tasting Drinks Co. Limited of [Unit F4, Base Business Park, Rendlesham, Suffolk IP12 2TW].

If you do not agree to the resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
3. Unless, by the end of 28 days beginning with the circulation date, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.
4. in the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

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Stephen Unwin

Date ..... 2019

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Mark Palmer

Date ..... 2019

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Louise Holland

Date ..... 2019

.....  
Thomasina Miers

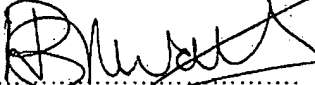
Date ..... 2019

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Rupert Edwards

Date ..... 2019

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Jonathan Warburton

Date ..... 2019



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William Kendall

Date *27 May* ..... 2019

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James Birch

Date ..... 2019

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Cluny Brown

Date ..... 2019

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Nicholas Beart

Date ..... 2019

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Lucy Wicksteed

Date ..... 2019

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Kate Marlow

Date ..... 2019

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Caroline Hildebrand

Date ..... 2019

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James Hardigg

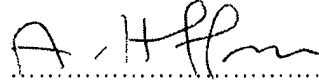
Date ..... 2019

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Jeffrey Berman

Date ..... 2019

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Mark Paton

Date ..... 2019

  
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Andre Hoffmann

Date 29.05.2019 2019

.....  
Mary Louise Avery

Date ..... 2019

.....  
Jonathan Boyer

Date ..... 2019

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Date ..... 2019

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Stephen Unwin

Date ..... 2019

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William Kendall

Date ..... 2019

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Mark Palmer

Date ..... 2019

  
James Birch

Date *1 June* ..... 2019

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Louise Holland

Date ..... 2019

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Cluny Brown

Date ..... 2019

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Thomasina Miers

Date ..... 2019

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Nicholas Beart

Date ..... 2019

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Rupert Edwards

Date ..... 2019

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Lucy Wicksteed

Date ..... 2019



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Kate Marlow

Date ..... 2019

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Caroline Hildebrand

Date ..... 2019

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James Hardigg

Date ..... 2019

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Jeffrey Berman

Date ..... 2019

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Mark Paton

Date ..... 2019

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Andre Hoffman

Date ..... 2019

.....  
Mary Louise Avery

Date ..... 2019

.....  
Jonathan Boyer

Date *30<sup>th</sup> May* ..... 2019

.....  
Kate Marlow

Date ..... 2019

.....  
Caroline Hildebrand

Date ..... 2019



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James Hardigg

Date .....28<sup>th</sup> May..... 2019

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Jeffrey Berman

Date ..... 2019

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Mark Paton

Date ..... 2019

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Andre Hoffmann

Date ..... 2019

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Mary Louise Avery

Date ..... 2019

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Jonathan Boyer

Date ..... 2019

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.....  
Mark Sainsbury

Date ..... 2019

*[Handwritten Signature]*  
Jonathan Warburton

Date *6 June* 2019

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Stephen Unwin

Date ..... 2019

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William Kendall

Date ..... 2019

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Mark Palmer

Date ..... 2019

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James Birch

Date ..... 2019

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Louise Holland

Date ..... 2019

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Date ..... 2019

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Date ..... 2019

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Date ..... 2019

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James Hardigg

Date ..... 2019

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Jeffrey Berman

Date ..... 2019

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Mark Paton

Date ..... 2019

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Andre Hoffmann

Date ..... 2019

*LeAnn*  
.....  
Mary Louise Avery

Date *29/05/19* 2019

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Jonathan Boyer

Date ..... 2019

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Date ..... 2019

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Mark Palmer

Date ..... 2019

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James Birch

Date ..... 2019

  
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Louise Holland

Date *29<sup>th</sup> May* ..... 2019

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Cluny Brown

Date ..... 2019

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Thomasina Miers

Date ..... 2019

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Nicholas Beart

Date ..... 2019

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Rupert Edwards

Date ..... 2019

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Lucy Wicksteed

Date ..... 2019

AGREEMENT

Please read the notes at the end of the agreement before signing your agreement to the Special Resolution.

The word "and" shall mean a person entitled to vote on the above resolutions on 27 May 2019 (being the date on which the Special Resolution is passed by the Special Resolution).

Mrs. Sainsbury

Date: 2019

Jonathan Sainsbury

Date: 2019

Shannon Urvain

Date: 2019

William Kendall

Date: 2019

Mark Skilton

Date: 31/05/2019

James Uffell

Date: 2019

Lucas Hibbard

Date: 2019

Clary Breen

Date: 2019

Thomasine Madge

Date: 2019

Nicholas Burt

Date: 2019

Rupert Edwards

Date: 2019

Lucy Widdow

Date: 2019

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Kate Marlow

Date ..... 2019

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Caroline Hildebrand

Date ..... 2019



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James Hardigg

Date ..... 28<sup>th</sup> May..... 2019

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Jeffrey Berman

Date ..... 2019

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Mark Paton

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Andre Hoffmann

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Mary Louise Avery

Date ..... 2019

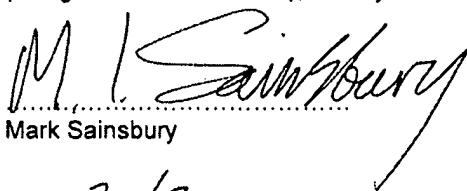
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Date 30/5 ..... 2019

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Date ..... 2019

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Date ..... 2019

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Nicholas Beart

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Rupert Edwards

Date ..... 2019

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Lucy Wicksteed

Date ..... 2019



*K Marlow*  
Kato Marlow

Date *12/6* 2019

*(Hildebrand)*  
Caroline Hildebrand

Date *11/06/2019* 2019

James Hardigg

Date ..... 2019

Jeffrey Berman

Date ..... 2019

*Mark Paton*  
Mark Paton

Date *12/6* 2019

Andre Hoffmann

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Date ..... 2019

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Date 30.5.19 ..... 2019

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Lucy Wicksteed

Date ..... 2019

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Date ..... 2019

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Lucy Wicksteed

Date *11/6/* ..... 2019