

Registered number: 02663676

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

WINEWORLD LONDON LIMITED
(the "Company")

Circulation date: 14 July 2017

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following written resolutions are passed as special and ordinary resolutions of the Company.

Ordinary Resolution

1. **THAT**, in substitution for all previous authorities conferred upon the directors pursuant to section 551 of the Act, but without prejudice to the allotment of any relevant securities already made or to be made pursuant to such authorities, the directors of the Company be and they are by this resolution generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot up to 165,607,069 Ordinary Shares of £0.044476 each in the capital of the Company (to be issued fully paid to capitalise the revaluation reserve of the Company) provided that this authority shall (unless renewed, varied or revoked by the Company in general meeting or by resolution) expire on the first anniversary of the date of this resolution but the Company may, before such expiry, make an offer or enter into an agreement which would or might require relevant securities to be allotted after such expiry, and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

Special Resolution

2. **THAT**, following the issue and allotment of Ordinary Shares pursuant to the authority given in Resolution 1 above, in accordance with sections 610(4) and 641 of the Act and with effect from the date of registration by the Registrar of Companies in England and Wales of those documents required to be registered pursuant to section 644(1) of the Act in connection with the reduction of approved under this resolution:
 - (A) the issued share capital of the Company be reduced from 199,237,475 Ordinary Shares of £0.044476 each and 376,327,659 A Ordinary Shares of £0.000185 each to one Ordinary Share of £0.044476 by the cancellation of 199,237,474 Ordinary Shares of £0.044476 each and 376,327,659 A Ordinary Shares of £0.000185 each in the Company, each of which is fully paid up;
 - (B) the capital redemption reserve of the Company be reduced from £3,412,883 to nil; and



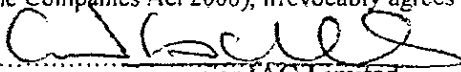
- (C) the reserve arising from such reduction of issued share capital and capital redemption reserve be treated by the Company as a realised profit, as permitted by article 3(2) of the Companies (Reduction of Share Capital) Order 2008 (SI 2008/1915).

Agreement

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

The undersigned, being the sole person entitled, or who is duly authorised on behalf of the person entitled, to vote on the above resolutions on the circulation date (being the only eligible member of the Company for the purposes of section 289 of the Companies Act 2006), irrevocably agrees to the resolutions.

Signed by:


For IAG Limited

For and on behalf of:

MB WINEWORLD (GUERNSEY) LIMITED

Date:

14 July 2017

NOTES

1. If you agree to the resolution, 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 Matthew Barrett (and marked for her attention) at Jones Day, 21 Tudor Street, London EC4Y 0DJ.

By Post: returning the signed copy by post to Matthew Barrett (and marked for her attention) at Jones Day, 21 Tudor Street, London EC4Y 0DJ.

By E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to mbarrett@jonesday.com.

If you do not agree to the resolution, 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 resolution, you may not revoke your agreement.
3. Unless, by 5 pm on the date falling 14 days after the circulation date, sufficient agreement has been received for the resolution to pass, it will lapse. If you agree to the resolution, please ensure that your agreement reaches the Company before or during this date.
4. 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.