

Company Number 03649497

Canandaigua Limited  
(the "Company")

WEDNESDAY



### SOLE MEMBER'S WRITTEN RESOLUTION

29 March 2017 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "Resolution"):

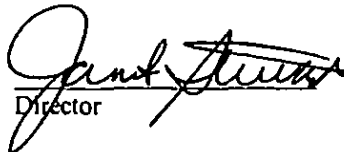
#### SPECIAL RESOLUTION

1. THAT the share capital of the Company be reduced by GBP 392,775,541 by:
  - (a) cancelling and extinguishing 176,302,305 ordinary shares of GBP 1.00 each; and
  - (b) cancelling the Company's entire share premium account of GBP 216,473,236.

AND THAT a portion of the amount by which the share capital and share premium is reduced be repaid to the member entitled thereto by transfer by the Company of 9,125,601 ordinary shares of £0.25 each in the share capital of its subsidiary, Constellation Europe (Holdings) Limited, and the remainder of the amount by which the share capital and share premium is reduced credited to a distributable reserve of the Company.

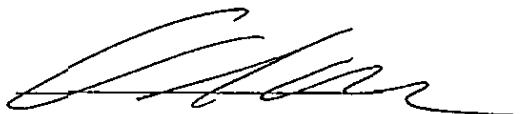
Please read the Notes at the end of this document before signifying your agreement to the Resolution below.

#### BY ORDER OF THE BOARD

  
Director

## AGREEMENT

WE THE UNDERSIGNED, being the sole member of the Company on the Circulation Date, HEREBY IRREVOCABLY AGREE to the Resolution.



Name: \_\_\_\_\_  
duly authorised signatory  
for and on behalf of  
**Constellation International Holdings  
Limited**

Dated: 29 March 2017

## NOTES

1. To signify your agreement to the Resolution you should sign and date this document where indicated above and return it to the Company by returning the signed copy by post to Rebecca Davis at Baker & McKenzie LLP, 100 New Bridge Street, London EC4V 6JA, and attaching a scanned copy of the signed document to an e-mail and sending it to [Rebecca.Davis@bakermckenzie.com](mailto:Rebecca.Davis@bakermckenzie.com).
2. Once you have signified your agreement to the Resolution, you may not revoke your agreement.
3. Unless, by 15 days from the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse.
4. A copy of the solvency statement made by the directors of the Company in accordance with section 643 Companies Act 2006 for the purposes of the reduction of share capital to be effected by the passing of the Resolution is being sent or submitted to you at the same time as and together this document.
5. A copy of this document was sent to the Company's auditors, KPMG LLP, on the Circulation Date.