

Document 3.2

Company Number **09035791**

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**

of

**COTT VENTURES UK LIMITED (the "Company")**

**Date:** 16/12/2020 | 8:35 PM GMT **(the "Circulation Date")**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**CA 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 issued share capital of the Company be reduced from £80,331,633.22 to £55,894,649.53 by cancelling and extinguishing 40,060,629 Ordinary Shares of £0.61 each in the Company, each of which is fully paid up, and the amount by which the share capital is so reduced be credited to a distributable reserve.
- 2 **THAT** the issued share capital of the Company be reduced from £55,894,649.53 to £0.92 (to two decimal places) by cancelling and extinguishing capital to the extent of £0.60999999 on each issued fully paid up ordinary share of £0.61 each in the Company and reducing the nominal value of each issued fully paid up ordinary share from £0.61 to £0.00000001 and the amount by which the share capital is so reduced be credited to a distributable reserve.
- 3 **THAT**, the Share Premium Account of the Company be reduced from £12,292,676.00 to £0.00 by the payment out of it of the sum of £12,292,676.00 to be credited to a distributable reserve.

**AGREEMENT**

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

The undersigned, being the sole shareholder of the Company entitled to vote on the above Resolutions, hereby irrevocably agrees to the Resolutions.

Signature

DocuSigned by:  
  
485DC8982EBE409.....

Print Name:

Duly authorised, for and on behalf of **Cott Retail Brands Limited**

THURSDAY



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**NOTES**

- 1 If you agree with 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:
  - (a) **By hand:** delivering the signed copy to the Company at c/o Jonathan Ross, Squire Patton Boggs (UK) LLP, 6 Wellington Place, Leeds, LS1 4AP.
  - (b) **Post:** returning the signed copy by post to the Company at c/o Jonathan Ross, Squire Patton Boggs (UK) LLP, 6 Wellington Place, Leeds, LS1 4AP.
  - (c) **Email:** by attaching a scanned copy of the signed document to an e-mail and sending it to jonathan.ross@squirepb.com. Please enter "Written resolutions" in the e-mail subject box.

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 When agreement to the Resolutions has been received from members representing more than 75% of the total voting rights, it will be deemed passed. Unless, by 28 days of the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us 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.