

Company Number 02836071

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

of

COTT BEVERAGES LIMITED (the "Company")

Date 29 January 2018 (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 ordinary and special resolutions (the "**Resolutions**");

ORDINARY RESOLUTION

1 AUTHORITY TO ALLOT

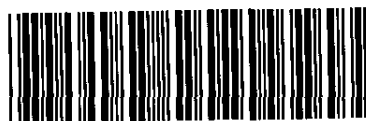
THAT, in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the 2006 Act, the Directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £1,000 *provided that this authority shall, unless renewed, varied or revoked* by the Company, expire on such date as shall be five years from the date these Resolutions are passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

SPECIAL RESOLUTION

2 DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, subject to the passing of the resolution 1 above and in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 1 as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £1,000 and shall expire on such date as shall be five years from the date these Resolutions are passed (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry.

FRIDAY



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COMPANIES HOUSE

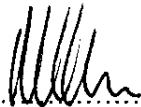
COMPANIES HOUSE

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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



Print Name:

Director for and on behalf of **Cott Retail Brands Limited**

Date:

29 January 2018

Notes to member:

- 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 resolution" 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 *You can choose to agree to all the Resolutions or none of them but you cannot agree to only one of the Resolutions.*
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 Unless, by 28 days from the Circulation Date (as defined above), sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to these Resolutions, please ensure that your agreement reaches us before or during this date.
- 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 when returning this document.