

Company number 02836071

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

COTT BEVERAGES LIMITED (the "Company")

29 May 2014 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the board of directors of the Company (the **Directors**) propose that

- 1 Resolution 1 below is passed as an ordinary resolution (the "**Ordinary Resolution**"), and
- 2 Resolution 2 below is passed as a special resolution (the "**Special Resolution**")

RESOLUTION 1 - AUTHORITY TO ALLOT

That, in accordance with section 551 of the Companies Act 2006 (the "**2006 Act**") and in addition to any existing authorities 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 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of this resolution 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

This authority is in addition to all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act.

RESOLUTION 2 - DISAPPLICATION OF PRE-EMPTION RIGHTS

That, subject to the passing of Resolution 1 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

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolution and Special Resolution

The undersigned, a person entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to the Ordinary Resolution and Special Resolution:




for and on behalf of **COTT RETAIL BRANDS LIMITED**

Date . 29. May 2014. ..

NOTES

- 1 You can choose to agree to the all of the Ordinary Resolution and Special Resolution or none of them but you cannot agree to only some of the resolutions. If you agree to all of 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 Michael James, Cott, Citrus Grove, Side Ley, Kegworth, Derby DE74 2FJ.
 - (b) **Post** returning the signed copy by post to Michael James, Cott, Citrus Grove, Side Ley, Kegworth, Derby DE74 2FJ
 - (c) **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to mjames@cott.com Please enter "Written resolutions" in the e-mail subject box

If you do not agree to all of 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 a date 28 days after 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