

Company number 02836071

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

Of

Cott Beverages Limited (the Company)

Circulation Date: 20/12 2011

Pursuant to chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 below is passed as a special resolution (the **Special Resolution**).

SPECIAL RESOLUTION

- 1 **THAT** the issued share capital of the Company be reduced from £157 840m to £79,840m by cancelling and extinguishing £78.000m ordinary shares of £1.00 each in the capital of the Company.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolution (the **Resolution**).

The undersigned, the person entitled to vote on the Resolution on 20/12/ 2011, hereby irrevocably agrees to the Resolution.



Duly authorised for and on behalf of Cott Retail Brands Limited

Date 20 Dec 2011

THURSDAY



A04 *A0OPYJT0* 22/12/2011 #25
COMPANIES HOUSE

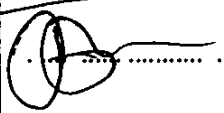
NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above. 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 revoke your agreement.
- 3 Unless, by the expiry of the period of 28 days beginning with the circulation date specified above, 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 us before or during this date

Company No. 02836071

COTT BEVERAGES LIMITED
("Company")
CLASS CONSENT
OF
PREFERENCE SHAREHOLDERS

We, the undersigned, being the sole member of the Company holding preference shares of £1 00 each in the capital of the Company ("Preference Shares") consent to all variations in the rights attaching to the Preference Shares as a result of the passing of the shareholder written resolution in the form attached and initialled by a director for identification purposes.

Name of Corporate member:	COTT RETAIL BRANDS LIMITED	
Name and position of signatory.	<i>J.S. Boyle Director</i> <i>Block capital please</i>	
Signed by authorised person on behalf of Cott Retail Brands Limited:		
		Dated: <i>20.12.11</i>