

Company number: 08838504

ORDINARY AND SPECIAL RESOLUTIONS

- of -

REVOLUTION BARS GROUP PLC (the "Company")

Passed on: 26 June 2020

At the General Meeting of the Company held on 26 June 2020 the following resolutions were passed, in the case of each of Resolutions 1, 3 and 4, as a special resolution and in the case of Resolution 2, as an ordinary resolution:-

SPECIAL RESOLUTION

1. Delisting and Admission to AIM

THAT subject to and conditional on the passing of Resolutions 2 and 3, the directors of the Company (the "**Directors**") be and are hereby authorised to:

- (a) cancel the listing of the existing issued ordinary shares in the capital of the Company on the premium segment of the Official List of the Financial Conduct Authority and to remove such ordinary shares from trading on London Stock Exchange plc's main market for listed securities; and
- (b) apply for admission of the said existing issued ordinary shares and the new ordinary shares issued pursuant to the Firm Placing and the Placing and Open Offer (as defined in the circular to shareholders of the Company dated 10 June 2020 of which this notice forms part (the "**Circular**")) to trading on AIM, the market of that name operated by London Stock Exchange plc;

and, subject to and conditional upon AIM Admission, the regulations produced to the meeting and signed, for the purposes of identification, by the Chairman of the meeting, containing amendments principally consequential on AIM Admission, be adopted as the Company's articles of association in substitution for the existing articles of association of the Company.

ORDINARY RESOLUTION

2. Authority to allot shares

THAT subject to and conditional on the passing of Resolutions 1 and 3:

- (a) the terms of the Firm Placing and the Placing and Open Offer including the issue price of 20 pence per New Ordinary Shares in cash (the "**Issue Price**") being a discount of 42% to the closing market price of 34.5 pence per share on 4 June 2020 (the last practicable day prior to announcement of the Firm Placing and the Placing and Open Offer) be and are hereby approved; and
- (b) in addition to all existing authorities granted to the Directors, the Directors be and are hereby generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006 (the "**Companies Act**"):
 - (i) to allot and issue up to 45,000,000 ordinary shares of 0.1 pence each in the Company in connection with the Firm Placing (the "**Firm Placing Shares**");
 - (ii) to allot and issue up to 30,017,495 ordinary shares of 0.1 pence each in the Company in connection with the Placing and Open Offer (the "**Open Offer Shares**");

(the Firm Placing Shares and the Open Offer Shares together being the "**New Ordinary Shares**") in each case at the Issue Price, provided that this authority shall expire on 10 August 2020 but so that

the Company may, before such expiry date, make an offer or agreement which would or might require any such New Ordinary Shares to be allotted after such expiry date and the Directors may allot any such New Ordinary Shares pursuant to any such an offer or agreement as if this authority had not expired.

SPECIAL RESOLUTIONS

3. Disapplication of pre-emption rights

THAT in addition to all existing authorities granted to the Directors and subject to and conditional on the passing of Resolutions 1 and 2, the Directors be empowered, pursuant to section 570 of the Companies Act, to allot New Ordinary Shares (as defined in Resolution 2) for cash at the Issue Price pursuant to the authority conferred by Resolution 2 above as if section 561(1) of the Companies Act did not apply to any such allotment, provided that this power shall expire on 10 August 2020, save that the Company may, before such expiry date, make an offer or agreement which would or might require New Ordinary Shares to be allotted after such expiry date and the Directors may allot any such New Ordinary Shares pursuant to any such offer or agreement as if this power had not expired.

4. Amendment of the Articles of Association

THAT the regulations produced to the meeting and signed, for the purposes of identification, by the Chairman of the meeting, containing additional and amended provisions to permit the holding of 'hybrid' general meetings, be adopted as the Company's articles of association in substitution for the existing articles of association of the Company.



.....
Chairman/Director