

#2

Wine Gallery Pty. Ltd. ACN 601 172 936 (the Company)

Unanimous Circular Resolution of the members pursuant to section 11 of the Company's Constitution and section 249A of the Corporations Act 2001 (Cth) ("Corporations Act")

Background:	<p><u>Series B Capital Raise</u></p> <p>The Company is proposing an equity capital raise of up to AUS\$15,000,000 (the Raise). The fully-diluted pre-money valuation of the Company for the purposes of the Raise is AUS\$56,000,000. As part of the Raise, the Company intends to issue up to 8,125 fully paid Series B Preference Shares at a price per share of AUS\$1,846.04 (Subscription Shares) to various investors including Cool Japan Fund Inc. (CJF).</p> <p><u>New class of preference share</u></p> <p>As part of the Raise, the Company intends to create and issue a new class of preference shares entitled 'Series B Preference Shares', ranking senior to all other classes of shares in the Company. The creation and issuance of the new class of Series B Preference Shares will vary the rights of the existing ordinary shares in the Company, which requires the passing of a special resolution or the written consent of holders of at least 75% of the ordinary shares on issue under section 3.3 of the Company's existing constitution.</p> <p><u>New Constitution</u></p> <p>To create the new class of Series B Preference Shares, the Company intends to adopt a new constitution, a copy of which is attached as Annexure A (New Constitution). This requires a special resolution of members in accordance with section 136(2) of the Corporations Act.</p> <p><u>Pre-emptive rights</u></p> <p>In order to issue the Subscription Shares, the Company would also like the members to waive any rights which they might have in respect of the Subscription Shares, including pursuant to clause 7 of the shareholders' agreement between the Company and the members dated 3 August 2018 (Shareholders' Agreement).</p>
Variation of Rights:	<p>Resolved, for the purposes of the constitution, the Corporations Act and all other purposes, to approve the variation of the rights attached to the ordinary shares in the Company by the adoption of the New Constitution and the creation and issue of a new class of preference shares, to be called 'Series B Preference Shares' (the terms of which are set out in the New Constitution).</p> <p>By signing this document, the holders of ordinary shares waive their right to any notice required to be given under the Corporations Act or the Company's constitution in respect of the preceding resolution.</p>
Adoption of New Constitution	<p>Resolved that the constitution of the Company be repealed and replaced with the New Constitution, subject to and with effect immediately prior to Completion (as defined in the subscription agreement to be entered into between the Company and CJF regarding the issue of Subscription Shares to CJF).</p>
Pre-emption waiver:	<p>Resolved that each member waives any rights in respect of the issue of any Subscription Shares referred to in this document (including, without limitation, any pre-emptive rights or any contractual rights) in its favour whether arising under, or in connection with, (i) any agreement (oral or written) between the Company and its members and relating to the Company, including pursuant to clause 7 of the Shareholders Agreement or (ii) the constitution of the Company from time to time or otherwise.</p>

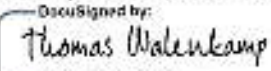
WINE GALLERY PTY LTD

UNANIMOUS CIRCULAR RESOLUTION OF THE MEMBERS

Resolution effecting the resolutions	Resolved, with effect on and from the date of this document, that the directors and company secretary of the Company be authorised to do such things necessary or desirable in connection with, or to give effect to, the above resolutions.
Ratification:	Resolved that, to the extent that any of the above authorised actions has been undertaken prior to the date of this resolution, those actions are hereby ratified.

We, being all the members of the Company, are in favour of the above resolutions.

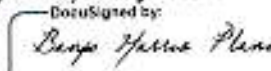
Signed by **Thomas Kluuk Walenkamp**

DocuSigned by:

 Signature

8/24/2022

Date

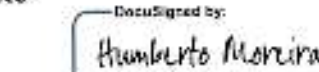
Signed by **Banjo Harris Plane**

DocuSigned by:

 Signature

8/24/2022

Date

Signed by **Humberto de Castro Moreira Neto**

DocuSigned by:

 Signature

8/24/2022

Date

Signed in accordance with section 127 of the Corporations Act by **Downtown (NSW) Pty Ltd ACN 050 057 764 ATF The Downtown Trust**

DocuSigned by:


 Signature of Director

David Parker

Name of Director (PRINT)

8/24/2022

Date

DocuSigned by:

 Signature of Director/Secretary

Kathryn Parker

Name of Director/Secretary (PRINT)

8/24/2022

Date

WINE GALLERY PTY LTD

UNANIMOUS CIRCULAR RESOLUTION OF THE MEMBERS

Signed by Monogramme Maison de Marketing SARL by its Authorised Representative

DocuSigned by: Jean-David Camus
17D5A0320093448

Signature of Authorised Representative

Jean-David Camus

Name of Authorised Representative (PRINT)

8/24/2022

Date

Signed by Kirk Graham Kileff

DocuSigned by: Kirk Kileff
086206927C7D4DC

Signature

8/24/2022

Date

Signed by Craig Douglas Griffin

DocuSigned by: Craig Griffin
3DF093A91EB2451

Signature

8/24/2022

Date

Signed in accordance with section 127 of the Corporations Act by Hounflow Pty. Ltd. ACN 113 498 249 ATF the G Hartley Family Trust

DocuSigned by: Gary Hartley
1M42F243B5A4C6

Signature of Director

Gary Hartley

Name of Director (PRINT)

8/25/2022

Date

DocuSigned by: Gayle Hartley
5C7C3E73D02E43A

Signature of Director/Secretary

Gayle Hartley

Name of Director/Secretary (PRINT)

8/25/2022

Date

WINE GALLERY PTY LTD

UNANIMOUS CIRCULAR RESOLUTION
OF THE MEMBERS

Signed by **Ovidlu Fer**

DocuSigned by:

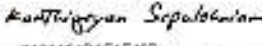
E95DE02005A3494

Signature

8/24/2022

Date

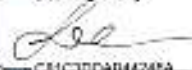
Signed by **Karthigeyan Sepulohniam and Leah Renee O'Brien ATF K&L Sepulohniam Family Trust**

DocuSigned by:

0A21A84DAE9E40B

Signature of Karthigeyan Sepulohniam

8/24/2022

Date

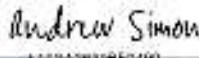
DocuSigned by:

C81C3DDA844285A

Signature of Leah Renee O'Brien

8/24/2022

Date

Signed by **Andrew Dean Simon**

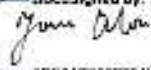
DocuSigned by:

A182A2039BF9460

Signature

8/24/2022

Date

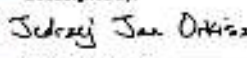
Signed by **Joanna Agnieszka Orkisz and Jędrzej Jan Orkisz**

DocuSigned by:

10E04C31E3004B1

Signature of Agnieszka Orkisz

8/24/2022

Date

DocuSigned by:

ED19CA47DE06466

Signature of Jędrzej Jan Orkisz

8/24/2022

Date

WINE GALLERY PTY LTD

UNANIMOUS CIRCULAR RESOLUTION
OF THE MEMBERS

Signed in accordance with section 127 of the Corporations Act by J Farrer Pty Ltd ACN 600 029 196 ATF the KLF Super Fund

DocuSigned by:
Jillian Farrer
C68DAD12B2F24E1

Signature of Director

Jillian Farrer

Name of Director (PRINT)

8/24/2022

Date

Signature of Director/Secretary

Name of Director/Secretary (PRINT)

Date

Signed by Andrew Kinkade

DocuSigned by:
Andrew Kinkade
043F2C640222AA2

Signature

8/24/2022

Date

Signed by Theodora Ploumidis Georgatos

DocuSigned by:
Theodora Ploumidis Georgatos
25FAE467D0244E7

Signature

8/24/2022

Date

Signed by David Gleave

DocuSigned by:
David Gleave
0209E2439C5A13

Signature

8/24/2022

Date

WINE GALLERY PTY LTD

UNANIMOUS CIRCULAR RESOLUTION
OF THE MEMBERS

Signed in accordance with section 127 of the Corporations Act by Mainstream Fund Services Pty Ltd ACN 118 902 891 as custodian for Perennial Private to Public Opportunities Fund No 2

Signature of Director

Signature of Director/Secretary


Name of Director (PRINT)

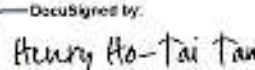
Name of Director/Secretary (PRINT)

Date

Date

Signed in accordance with section 127 of the Corporations Act by SkyOne Fund Management Pty Limited ACN 623 084 917 ATF S1 WG Unit Trust

DocuSigned by:

473661737AA0405

DocuSigned by:

E9E49774860040E

Signature of Director

Signature of Director/Secretary

Neil Corbin

Henry Ho-Tai Tam

Name of Director (PRINT)

Name of Director/Secretary (PRINT)

8/25/2022

8/24/2022

Date

Date

Signed in accordance with section 127 of the Corporations Act by Sumo Sydney Pty Ltd ATF Sumo Investments Unit Trust

DocuSigned by:

51017EEA8300403

DocuSigned by:

4E7E0E15322A4E8

Signature of Director

Signature of Director/Secretary

James Wakefield

Robin McGowan

Name of Director (PRINT)

Name of Director/Secretary (PRINT)

8/25/2022

8/24/2022

Date

Date

WINE GALLERY PTY LTD

UNANIMOUS CIRCULAR RESOLUTION
OF THE MEMBERS

Signed in accordance with section 127 of the Corporations Act by McKenzie Investment Company Pty Ltd
ACN 093 752 204 ATF McKenzie Investment Trust

DocuSigned by:

ABDE3A8EDAC5A03


Signature of Director

Jeremy Stevenson

Name of Director (PRINT)

8/24/2022

Date

DocuSigned by:

2AB4CAF9A78D437

Signature of Director/Secretary

Suzana Pacheco

Name of Director/Secretary (PRINT)

8/24/2022

Date

Signed in accordance with section 127 of the Corporations Act by Griff Learning Group Pty Ltd ACN 069 219
316 ATF Griff Learning Group Superannuation Fund

DocuSigned by:

5D70B3A01EB2451

Signature of Director

craig griffin

Name of Director (PRINT)

8/24/2022

Date

Signature of Director/Secretary

Name of Director/Secretary (PRINT)

Date

Signed in accordance with section 127 of the Corporations Act by The Ahimsa Project Pty Ltd ACN 600 307
266 ATF Perham Family Trust

DocuSigned by:

CA21D38F0F0475

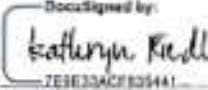
Signature of Director

Benjamin Perham

Name of Director (PRINT)

8/24/2022

Date

DocuSigned by:

7E9E33ACF805441

Signature of Director/Secretary

kathryn Riedl

Name of Director/Secretary (PRINT)

8/25/2022

Date

WINE GALLERY PTY LTD

UNANIMOUS CIRCULAR RESOLUTION
OF THE MEMBERS

Signed by WineConsult Limited Company No: 07163381 by its Authorised Representative

DocuSigned by:
John Ratcliffe
8E5456E0B043437

Signature of Authorised Representative

John Ratcliffe

Name of Authorised Representative
(PRINT)

8/24/2022

Date

Signed in accordance with section 127 of the Corporations Act by Kitabella Pty Ltd ACN 163 035 783 ATF The Kitabella Trust

DocuSigned by:
kirk kileff
0662DE827C7D4DC

Signature of Director

kirk kileff

Name of Director (PRINT)

8/24/2022

Date

DocuSigned by:
Sarah-Anne Kileff
00E8E73FE8E4452

Signature of Director/Secretary

Sarah-Anne Kileff

Name of Director/Secretary (PRINT)

8/24/2022

Date

Signed by Andrew Simon & Shant Simon ATF Andrew Simon Self-Managed Super Fund

DocuSigned by:
Andrew Simon
41AB2E202F049D

Signature of Andrew Simon

8/24/2022

Date

DocuSigned by:
SHANT SIMON
218300074004C5

Signature of Shant Simon

8/24/2022

Date

WINE GALLERY PTY LTD

UNANIMOUS CIRCULAR RESOLUTION
OF THE MEMBERS

Annexure A – New Constitution

Wine Gallery

Last Sale Price	1,846.04
No of shares held	93.00
Market Value	171,681.72
Cost Price as per ledger	64,548.52
Unrealised Gain	107,133.20