

Company Number: 47094



Written Resolutions

of

Britannia Soft Drinks Limited (the "Company")


Pursuant to Regulation 71 of the Company's Articles of Association, we, the undersigned, being all the members of the Company who would have been entitled to vote upon the following Resolutions if they had been proposed at a General Meeting of the Company, hereby unanimously pass the following Resolutions and agree that the said Resolutions shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

1. IT IS RESOLVED THAT the authorised share capital of the Company be increased from £22,000,000 to £138,854,000 by the creation of 116,854,000 Ordinary Shares of £1 each to rank pari passu in all respects with the existing Ordinary Shares of the Company.
2. IT IS RESOLVED THAT:
 - (a) for the purposes of Section 80 of the Companies Act 1985 (the "Act"), the Directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (as defined in the said Section) up to an aggregate nominal amount of £138,702,618, such authority to expire 5 years from the date of the passing of this Resolution, but to be capable of previous revocation or variation from time to time by the Company in General Meeting and of renewal from time to time by the Company in General Meeting for a further period not exceeding 5 years and to be in addition to, and without prejudice to, any and all previous authorities to allot relevant securities given to the Directors to the extent that the same have not previously been utilised or revoked and have not expired;
 - (b) the Directors be and they are hereby empowered pursuant to Section 95 of the Act to allot equity securities (as defined in Section 94(2) of the Act) pursuant to the authority conferred by this Resolution as if Section 89(1) of the Act did not apply to any such allotments; and
 - (c) the authority and power conferred by this Resolution shall enable the Company to make any offer or agreement before the expiry of that authority and power that would or might require relevant securities or equity securities to be allotted after such authority or power expires and the

Directors may allot relevant securities and equity securities in pursuance of any such offer or agreement as if such authority or power had not expired.

3. IT IS RESOLVED THAT the borrowing of up to £110,000,000 by the Company pursuant to a Credit Facility Agreement with Midland Bank plc to be entered into in connection with the Company's proposed acquisition of the entire issued share capital of Dockleaf Limited and the exercise by the Directors of the Company's powers to borrow such sum be and are hereby approved notwithstanding the proviso to Regulation 97 of the Company's Articles of Association and the unanimous sanction of the members of the Company is hereby given to the amount for the time being remaining undischarged of monies borrowed or secured by the Directors exceeding the sum referred to in the said proviso to Regulation 97 as a result of the drawdown of funds pursuant to the Credit Facility Agreement.
4. IT IS RESOLVED THAT the making by the Company of a capital contribution to Britvic Holdings Limited by the assignment for no consideration to that company of an demand interest free loan of £57,454,000 made by the Company to Britvic Soft Drinks Limited on 29 March, 1994 be and it is hereby irrevocably and unconditionally authorised, approved and ratified.

In accordance with Regulation 71 of the Company's Articles of Association these resolutions may consist of several instruments in the like form each executed on behalf of one or more members.

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 Duly authorised for and on behalf of Bass PLC

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 Duly authorised for and on behalf of Allied Domecq Overseas (Canada) Limited

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 Duly authorised for and on behalf of Whitbread PLC

Dated 1st May 1995.....

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