

## special resolution

**Company Number : 478794**

**name of company:** Yates Brothers Wine Lodges PLC

At an annual general meeting of the members of the above-named company, duly convened and held at the New Pack Horse Hotel, Bradshawgate, Bolton on 15<sup>th</sup> July 1999, the following special resolution was duly passed:-

**THAT** in accordance with the general authority granted to the directors under the terms of Section 80 of the Companies Act 1985 ("the Act"), the directors of the Company be and they are hereby authorised and empowered pursuant to Section 95 of the Act to exercise all powers of the Company to allot equity securities as defined in Section 94(2) of the Act as if Section 89(1) of the Act did not apply to any such allotment provided that this power shall be limited to:

- (a) allotments in connection with a rights issue to shareholders where the directors shall have the right to make such exclusions or other arrangements as they may deem necessary or expedient to deal with fractional entitlements that would otherwise arise or with legal or practical problems under the laws of or requirements of any recognised regulatory body of any stock exchange in any territory, or otherwise howsoever;
- (b) the allotment of equity securities pursuant to the terms of any share scheme for directors and employees approved by the Company in general meeting;
- (c) otherwise than pursuant to sub-paragraphs (a) and (b) above, other allotments of equity securities for cash where this authority shall be limited in aggregate to the allotment of or involving equity share capital not exceeding (in nominal value) 5% of the nominal value of the issued share capital of the Company as at the date hereof;

and shall expire on the conclusion of the next annual general meeting of the Company after the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

SIGNED.....  
Company Secretary

