

**ALLIED DOMEQ SPIRITS & WINE LIMITED**  
(the "Company")

**Written resolution of the Company pursuant to  
section 381A of the Companies Act 1985**

We, being all the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, HEREBY PASS the following resolutions as written resolutions of the Company:-

**RESOLUTIONS**

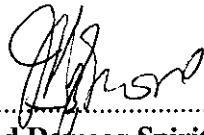
**A.** THAT subject to compliance with Companies Act 1985 sections 155-158, the terms of, the arrangements contemplated by, and the execution, delivery and performance and acceptance by the Company of:

- 1 a sale and purchase agreement (the "**S&PA**"), pursuant to which the Company would transfer those of its shareholdings and assets in the United Kingdom that were intended eventually to be transferred to the Fortune group;
- 2 a loan note (the "**JBBUK Loan Note**") to be issued by Jim Beam Brands UK Limited to the Company as consideration for the transfer of assets pursuant to the S&PA;
- 3 a loan note (the "**DISKUS Loan Note**") to be issued by DISKUS Zweihundertvierzehnte Beteiligungs-und Verwaltungs-GmbH to the Company as consideration for the transfer of shares pursuant to the S&PA;
- 4 two assignment agreements (the "**Assignment Agreements**") pursuant to which it would agree to transfer the benefit of the receivables under the JBBUK Loan Note and the DISKUS Loan Note;
- 5 a loan note (the "**GAHL Loan Note 1**") to be issued by GAHL to the Company as consideration for the assignment by the Company to GAHL of the rights of the Company under the DISKUS Loan Note;
- 6 a loan note (the "**GAHL Loan Note 2**") to be issued by GAHL to the Company as consideration for the assignment by the Company to GAHL of the rights of the Company under the JBBUK Loan Note,

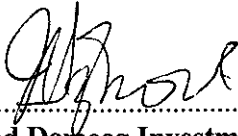
be and are hereby approved.

**B.** THAT the giving of financial assistance for the purposes of Companies Act 1985 sections 151 and 152 by the Company's execution and acceptance of, and the subsequent exercise of rights under, the Accession Letter, the Credit Agreement, the Intercompany Loan Agreement, the S&PA, the JBBUK Loan Note, the DISKUS Loan Note, the Assignment Agreements, the GAHL Loan Note 1 and the GAHL Loan Note 2 be and is hereby approved.





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**Allied Domecq Spirits & Wine Investment Holdings Limited**



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**Allied Domecq Investments Limited**

Dated: 26 January 2006

A copy of this resolution has been sent to the Company's auditors, or they have been otherwise notified of its contents, at or before the time this resolution was supplied to the members for signature.