

Geoffrey Roberts Agencies Limited

(Registered in England & Wales, No 716497)

(the Company)

Written resolutions of the shareholder of the Company

CIRCULATION DATE: 19 December 2014

Pursuant to Chapter 2 of Part 13 Companies Act 2006 (CA 2006) the Directors of the Company propose that the following resolutions are passed as a special resolution and an ordinary resolutions in accordance with sections 282 and 283 CA 2006


Special Resolution

THAT the Company will reduce its issued share capital by £15,999 98 to be effected by reducing the nominal value of its 16,000 shares of £1 00 each (each of which is fully paid up) to 16,000 ordinary shares of £0 000001 each in the capital of the Company by cancelling paid up capital to the extent of £0 999999 on each ordinary share, using the out of court procedure set out in sections 642 to 644 CA 2006 (the **Reduction in Share Capital**), the amount by which the issued share capital is so reduced be credited to a profit/loss reserve

Ordinary Resolution

THAT, a dividend of £42 be paid by the Company to its parent Accolade Wines Limited (the **Parent**), to be offset against an equivalent receivable owed to the Company by the Parent

By Order of the Board:



Director/Secretary

19 December

2014

Date



L3N2IPOJ

LD1

19/12/2014

#153

COMPANIES HOUSE

INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006

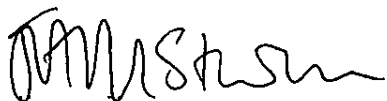
- 1 Eligible members are members who would have been entitled to vote on the resolutions on the circulation date of the written resolutions
- 2 A member signifies his agreement to the proposed written resolutions when the Company receives from him (or someone acting on his behalf) an authenticated document which both identifies the resolutions to which it relates and indicates his agreement to the resolutions
- 3 A member's agreement to a written resolution, once signified, may not be revoked
- 4 A written resolution is passed when the required majority of eligible members has signified their agreement to it
- 5 The period for agreeing to the written resolutions is the period of 28 days beginning with the circulation date (see section 297 of the Companies Act 2006)
- 6 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which names of the joint holder appear in the Register of Members
- 7 If you are signing this document on behalf of a member of the Company under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document

AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION

We, being an eligible member of the Company

- 1 Confirm that we have received a copy of the above written resolutions in accordance with section 291 Companies Act 2006, and
- 2 Hereby resolve and agree that the above resolutions are passed as written resolutions pursuant to section 288 Companies Act 2006 and that such resolutions shall take effect as a special resolution and an ordinary resolution

Signed by



For and on behalf of **Accolade Wines Limited**

Name Jeremy Stevenson

Date: 19 December 2014