Company Number: 1083023

THE COMPANIES ACT 1985 (as amended)

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS OF CELLARERS (WINES) LIMITED PASSED ON 14 MAY 2003

At the ANNUAL GENERAL MEETING of the above named company duly convened and held at 8 Henrietta Place, London W1G 0NB on 14 May 2003, the following ELECTIVE RESOLUTIONS were duly passed:

In accordance with S.379A of the Companies Act 1985, ("the Act") the company hereby elects:-

- a) pursuant to S.366A of the Act, to dispense with the holding of annual general meetings;
- b) pursuant to S.252 of the Act, to dispense with the laying of accounts before the company in general meeting; and
- c) pursuant to S.386 of the Act, to dispense with the obligation to appoint auditors annually.

CHAIRMAN

COMPANIES HOUSE 59/07/03/