

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

- of -

BIBENDUM WINE LIMITED
(the "Company")

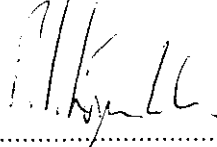
At an Extraordinary General Meeting of the Company held at 113 Regents Park Road on Thursday 25 April 2002 the following resolutions were passed as Special Resolutions.

RESOLUTION

THAT:-

- 1 the Bibendum Wine Limited Share Option Scheme ("the Scheme") the Rules of which are presented to the Meeting in draft form and, for the purposes of identification, initialled by the Chairman be approved and that the Directors are hereby authorised to adopt the Scheme and to do all such acts and things which they may consider necessary or expedient for implementing and giving effect to the Scheme.
- 2 the authorised share capital of the Company be and is hereby increased from £1,610,000 to £2,210,000 by the creation of an additional 600,000 Ordinary Shares of £1 each.
- 3 conditionally upon the passing of the Resolution numbered 2 above, in accordance with section 80 of the Companies Act 1985 ("the Act"), the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (as defined in section 80 of the Act) up to an aggregate nominal amount of £600,000 provided that this authority shall expire (unless previously revoked, varied or removed) on the day falling five years from the date of this Resolution or, if earlier, the conclusion of the Company's annual general meeting to be held in 2007, save that the Company may prior to such time make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority had not expired

in accordance with the provisions of Article 2(b) of the Articles of Association of the Company, the directors of the Company be and they are hereby generally and unconditionally authorised, to allot up to 600,000 Ordinary Shares of £1 each in the capital of the Company otherwise than by first offering such shares to the Members in proportion as nearly as may be to the number of existing shares held by them respectively for the purposes of the Bibendum Wine Limited Share Option Scheme and on conversion of the Company's convertible loan stock.



Chairman