

THE COMPANIES ACT 1985 - 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

**BIBENDUM WINE LIMITED
Company No. 2218928
(the "Company")**

FRIDAY



At an Extraordinary General Meeting of the Company, duly convened and held at 113 Regents Park Road, London NW1 8UR on 27 April 2007 the following resolutions were proposed as Special Resolutions of the Company and were duly passed -

SPECIAL RESOLUTIONS

- 1 That the Company's articles of association be amended with immediate effect as follows
 - 1.1 Articles 9 1 and 10.1 be amended by inserting the words "Subject to Article 9.5" at the beginning of each Article; and
 - 1.2 a new Article 9 5 be inserted as follows
"Any right of pre-emption or other restriction on transfer in respect of Ordinary Shares under the these Articles or otherwise may be waived in whole or part in any particular case with the prior written consent of all members or by special resolution."
 - 1.3 a new Article 13.6 be inserted as follows:
"If a Qualifying Offer is made, then any members who together hold not less than 75 per cent. of the issued ordinary shares of the Company may at any time prior to the expiry of the period of acceptance for the Qualifying Offer direct (by notice in writing signed by them) all the other members to accept the offer."
 - 1.4 a new Article 13 7 be inserted as follows:
"If a direction pursuant to Article 13.6 is given, all the members shall be bound to accept the offer and to transfer all the shares in the Company held by them to the offeror in accordance with the terms of the Qualifying Offer. Those members who signed the direction may at any time before the Qualifying Offer expires (by an appointment in writing signed by or on behalf of each of them) authorise some person (who is (as security for the performance of each member's obligations) hereby irrevocably and unconditionally appointed as the attorney of each member for the purpose) to accept the Qualifying Offer on behalf of any or all of the members ("transferring members") and to execute the necessary instruments of transfer of their shares and may deliver them on their behalf and the Company may receive the purchase moneys and shall thereupon (subject to such instrument being stamped with any required stamp duty) cause the transferee to be registered as the holder of the shares being transferred and shall hold such purchase moneys on

behalf of the transferring members. The Company shall not be bound to earn or pay interest on any moneys so held and shall not pay such moneys to any transferring member until he shall have delivered his share certificates (or an appropriate indemnity in respect of any lost certificates) to the Company. The receipt of the Company for such purchase moneys shall be a good discharge to the transferee who shall not be bound to see to the application thereof, and after the name of the transferee has been entered in the register of members in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person."

- 2 That, subject to the passing of Resolution 1 above, any rights of pre-emption or other restriction on transfer in respect of the Ordinary Shares under the Company's articles of association or otherwise be waived in respect of
- 2 1 the transfer of shares pursuant to an offer to all of the Company's shareholders to acquire all of the shares in the Company's share capital on terms and in manner substantially similar to that described in the letter to shareholders from the Chairman of the Company circulated with the notice of meeting and dated 3 April 2007; and
- 3 any transfer of ordinary shares to any other member, Roger Gabb, Jeremy Young, Harry Morley or any employee of Bibendum Wine provided such transfer is made within 28 days of the meeting..

Director