

COMPANY NO: 2688934

The Companies Act 1985
Company Limited by Shares

RESOLUTIONS
of
WEETWOOD ALES LIMITED

Passed on the 7th day of July 2004

At an Extraordinary General Meeting of the Company duly convened and held at HLB House, 68 High Street, Tarporley, Cheshire, CW6 0AT the following Resolutions were duly passed as ORDINARY AND SPECIAL RESOLUTIONS of the Company, viz.: -

ORDINARY RESOLUTIONS

1. THAT the authorised capital of the Company be and is hereby duly increased from the sum of £100 to the sum of £100,000 by the creation of 99,900 Ordinary Shares of £1 each to rank pari passu in all respects to the existing Ordinary Shares.
2. THAT 20,000 Ordinary Shares of £1 each be re-designated to 'A' Ordinary Shares of £1 each, the rights, restrictions and obligations to be attached to the 'Shares' to be set out in the Articles of Association as amended by Special Resolution 2 below.
3. THAT the Directors are hereby authorised during the period of 5 years from the date on which this resolution is passed to allot the whole of the share capital created by the above resolutions.

SPECIAL RESOLUTIONS

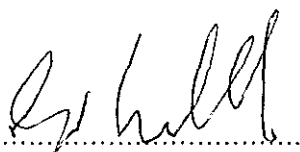
1. THAT Clause 5 of the Company's Memorandum of Association be and is hereby deleted and that the following be adopted as a new Clause 5 in place thereof:-

"5. The Share Capital of the Company is 100,000 divided into 80,000 Ordinary Shares of £1 each and 20,000 'A' Ordinary Shares of £1 each."
2. THAT the Articles of Association shall be and are hereby amended by:
 - i) the re-numbering of the existing Articles 5 to 15 (inclusive) as Articles 6 to 16 (inclusive);
 - ii) the insertion of the following new Article as Article 5:



"5. The 'A' Ordinary Shares of £1 each in the Capital of the Company shall have the following rights, restrictions and obligations: -

- (a) The right to receive such dividends as may be specifically declared payable on that class of share.
- (b) The right on a winding up or other repayment of capital to have the assets of the Company available for distribution among the members applied, ranking *pari passu* with any other class of shares, in paying them the *par value* of such shares.
- (c) The right to vote at General Meetings of the Company."



R M Langford
Chairman