

No. 2865761

**The Companies Act 1985**  
**Company Limited by Shares**  
**Elective Resolutions**  
**of**  
**Cott Retail Brands Limited**

At an Annual General Meeting of the Company duly convened and held at 5 Princes Gate, London SW7 1QJ on 3 March 1997 the following Resolutions were duly passed:

**Elective Resolutions**

1. THAT, in accordance with Sections 366A and 379A of the Companies Act 1985 (as amended), the Company hereby elects to dispense with the holding of annual general meetings for the year 1997 and subsequent years.
2. THAT, in accordance with Sections 379A and 252 of the Companies Act 1985 (as amended) ("the Act"), the Company hereby elects in respect of the financial year ending 31 January 1997 and subsequent financial years to dispense with the obligation in Section 241 of the Act to lay accounts and reports before the Company in general meeting.
3. THAT, in accordance with Sections 379A and 386 of the Companies Act 1985 (as amended) ("the Act"), the Company hereby elects in respect of the financial year ending 31 January 1997 and subsequent financial years to dispense with the obligation under Section 384 of the Act to appoint auditors annually.

  
Secretary/Director

