

Draft (1): SRBP/PCS/GMW 08/10/96

Company No. 3249862

THE COMPANIES ACT 1985 (AS AMENDED)  
COMPANY LIMITED BY SHARES  
RESOLUTIONS  
OF  
GRAND METROPOLITAN CAPITAL COMPANY LIMITED

Passed ~~14th~~ October, 1996

At an Extraordinary General Meeting of the above-named Company, duly convened and held at 8 Henrietta Place, London, W1M 9AG on ~~14th~~ October, 1996 the following resolutions were passed as special resolutions:

1. That the Articles of Association of the Company be amended by the deletion of Article 3A and the insertion of the following as a new Article 3A after Article 3 (Rights Attached to Shares):-

"3A The present capital of the company is divided into 3,000,000,000 ordinary shares of £1 each."

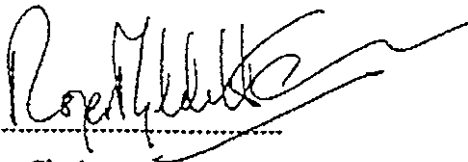
2. That the Articles of Association of the Company be amended by the deletion of Articles 3B and 3C.
3. That the 500,000,000 'A' Ordinary Shares of £1 each in the capital of the Company be reclassified as 500,000,000 ordinary shares of £1 each and that

SLAUGHTER AND MAY  
35 BASINGHALL STREET  
LONDON EC2V 5DB  
SRBP/PCS/SCXN

000000/00000 CC762520.127 PCS 081096:1835



2,500,000,000 'B' Ordinary Shares of £1 each in the capital of the Company be reclassified as 2,500,000,000 ordinary shares of £1 each.



Chairman