Company No: 3368630

THE COMPANIES ACT 1985

Company Limited by Shares

Special Resolution

of

United Distillers & Vintners Limited

Passed 12 April 1999

At the Annual General Meeting of the above-named company convened and held at 8 Henrietta Place, London W1M 9AG on Monday, 12 April 1999 commencing at 9.30 am, the following resolution was duly passed as a SPECIAL RESOLUTION:-

SPECIAL RESOLUTION

THAT, having satisfied the provisions of Section 250 of the Companies Act 1985 relating to dormant companies, the Company be exempt from the obligation to appoint auditors as otherwise required by Section 384 of that Act.

Chairman

A30 *AKGKFFG4* 384 COMPANIES HOUSE 13/04/99