

**The following Resolution was passed as a Special Resolution at an
Extraordinary General Meeting of Allied Domecq PLC
(previously new Allied Domecq PLC)
held on 23rd August 1999
at the Hotel Inter-Continental, Hyde Park Corner, London**

“THAT:

- (i) the disposal of the shares in Allied Domecq Retailing (Holdings) Limited on the terms and conditions of the Transfer Agreement dated 20 July 1999 between Allied Domecq PLC, the Company, Allied Domecq Investments Limited and Punch Taverns Group Limited is hereby approved; and
- (ii) approval is given for the Directors of the Company and of Allied Domecq PLC to do or procure to be done all such acts and things on behalf of the Company and any of its subsidiaries as they consider necessary or expedient for the purpose of giving effect to such disposal including the making of such non material amendments, modifications, waivers and extensions of such terms and conditions as they think fit.”

I certify this to be a
true and correct copy

DS Smith

Secretary
Date...23/8/99.....

