

RIVER VALLEY WINES LIMITED

THE COMPANIES ACT 1985

We, The Undersigned, being all the members for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, passed by writing the following resolution as an ordinary resolution pursuant to the Articles of Association, regulation 53 of Table A and all other powers in that behalf and agree that such resolution shall be for all purposes as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held

ORDINARY RESOLUTION

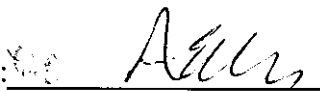
INCREASE of

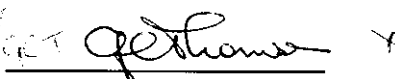
SHARES

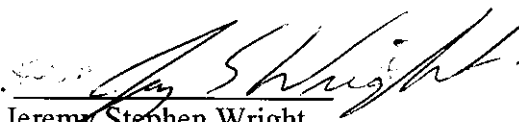
THAT the share capital be increased from £1000 to £400,000 by the creation of 399,000 new shares of £1 each ranking pari passu in all respects with the existing shares in the capital of the Company and that the Memorandum of Association be altered accordingly, and, subject to the Articles of Association, the directors be generally and unconditionally authorised to allot the new shares or any of them or any other shares for the time being in the capital of the Company and to grant rights to subscribe for or convert securities into shares up to a maximum amount in any case as aforesaid equal to the nominal amount of the authorised but unissued share capital for the time being but only until the date of the fifth anniversary of the passing of this

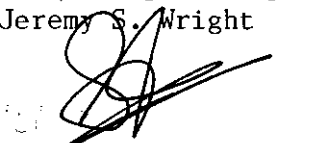


resolution to such persons upon such terms and in such manner as the directors may decide.

Signed: 
Anthony Ellis
A. Ellis

Signed: 
Graham Chalmers Thomson
G. C. Thomson

Signed: 
Jeremy Stephen Wright
Jeremy S. Wright

Signed: 
Stephen Paul Keepe
S.P. Keepe

Dated 2nd March 2000