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ENGLISH WINES PLC

WRITTEN RESOLUTION

We, the undersigned, being all the members of the above Company entitled to attend and vote at general meetings hereby pass the following resolutions as Written Resolutions:

SPECIAL RESOLUTIONS

1. That the 2 issued and the 49,998 Ordinary Shares of £1 each in the capital of the Company be and are hereby divided into 200 and 4,999,800 Ordinary Shares of 1p each.
2. That the Regulations contained in the document attached be adopted as the Articles of Association of the Company in substitution for and to the entire exclusion of the existing Articles of Association.

ORDINARY RESOLUTIONS

3. That the share capital of the Company be increased from £50,000 to £2,550,000 by the creation of 2,500,000 Preference Shares of £1 each, the rights and restrictions thereof being contained in the Articles of Association adopted pursuant to Special Resolution 2.
4. That the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this Resolution. Provided that the authority hereby given shall expire five years after the passing of this Resolution unless previously renewed or varied save that the Directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.
5. That the proposed transactions whereby the Company will acquire assets from Chapel Down Wines Limited and Lamberhurst Vineyards (2000) Limited, both of which companies are connected with people who are or who are to be appointed as directors of the Company, and of which details have been given to the shareholders, be and they are hereby approved in accordance with the requirements of Section 320 of the Companies Act 1985.

DATED 2/11 2000

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European Industrial Investments Co Ltd

2/11/2000



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Anthony Pilcher