

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of


THRESHER WINES GROUP LIMITED (the "Company")

We, the undersigned, being the sole member of the Company who, at the date of this resolution would be entitled to attend and vote at general meetings of the Company hereby pass the following resolution and agree that the said resolution shall, for all purposes be as valid and effective as if the same had been passed by us as a special resolution at a general meeting of the Company duly convened and held:

RESOLUTION

1. THAT the articles of association of the Company be and are hereby altered as follows:
 - (a) by inserting "14.1 or" before the reference "14.3" in the definition of Good Leaver in article 2.1, sub paragraphs (b)(ii) and (b)(iii);
 - (b) by inserting the wording "would be entitled to" before the wording "dismiss him" in the definition of Good Leaver in article 2.1 sub paragraph (b)(iii);
 - (c) by deleting the existing definition of Listing in article 2.1 and substituting the following in its place:

""Listing" means the admission of any of the share capital of the Company to the Official List of the UK Listing Authority or any recognised investment exchange (as defined by Section 285 of the Financial Services and Markets Act 2000) or any exchange or market replacing the same or any stock exchange in any major financial centre in the world;" and
 - (d) by deleting "12 per cent" in article 4.1, sub paragraph (f) and inserting "11 per cent" in its place, such amendment to be effective as from the accounting period beginning 1 March 2003.


For and on behalf of
Thresher Wines Holdings plc

Dated: 7 May 2003

