

**FORTH WINES LIMITED**  
**(Company no. SC039321) (the "Company")**  
**Written Resolution of Sole Shareholder**  
**Dated 16 April 2007**  
**Special Resolution**

- 1 **HERTFORD CELLARS LIMITED** is the sole shareholder of the Company
- 2 Pursuant to a proposed share purchase agreement between Punch Taverns (PGE) Limited, Hertford Cellars Limited, Matthew Clark Limited, Constellation Brands, Inc and Dubwath Limited, Dubwath Limited will purchase and Hertford Cellars Limited will sell, the entire issued share capital of the Company (the "**Acquisition**")
- 3 It is proposed that Dubwath Limited enter into the following agreements in order finance the Acquisition:
  - a a £70,000,000 facilities agreement to be entered into between, amongst others, Dubwath Limited, Barclays Bank PLC ("**Barclays**") in its capacities as Arranger, Facility Agent and Security Agent and the financial institutions listed therein as Original Lenders (the "**Facilities Agreement**") pursuant to which the Original Lenders (as defined therein) will make available a term loan facility in the maximum amount of £25,000,000 and a revolving facility to the Borrowers (as defined therein) in the maximum aggregate amount of £45,000,000; and
  - b a security agreement to be entered into between, amongst others, Dubwath Limited as Chargor and Barclays as Security Trustee (the "**Security Agreement**"), and
  - c an intercreditor agreement to be entered into between, amongst others, Dubwath Limited and Barclays in its capacities as CID Bank, Security Trustee and Senior Agent (the "**Intercreditor Agreement**"), and



- d a £45,000,000 confidential invoice discounting facility agreement between, amongst others, Dubwath Limited and Barclays (the "**CID Facility Agreement**") pursuant to which Barclays would make available a facility to the Obligor (as defined therein) in the maximum aggregate amount of £45,000,000; and
- e Compliance Certificate, Resignation Letter, Selection Notice, Utilisation Request (each as set out and defined in the Facilities Agreement), Covenants Compliance Letter (as set out and defined in the CID Facility Agreement) (the "**Forms**"), and
- f a hedging letter from, amongst others, the Company and addressed to Barclays (the "**Hedging Letter**"); and
- g a fee letter from Barclays to Dubwath Limited to be entered into pursuant to the Facilities Agreement,

(together the "**Finance Documents**")

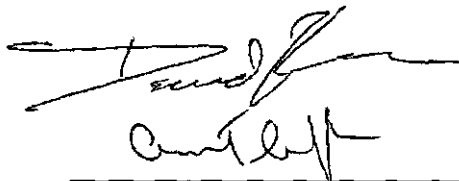
- 4 It is also proposed that the Company enter into the following agreements in relation to the Acquisition pursuant to which it is necessary for the Company to give certain guarantees and security.

- a the Facilities Agreement as Guarantor;
- b the Security Agreement as Chargor,
- c the Intercreditor Agreement;
- d the CID Facility Agreement,
- e a Bond and Floating Charge between the Company, Dubwath Limited and Barclays Bank plc,
- f a Share Pledge between the Company, Dubwath Limited and Barclays Bank plc,
- g a Standard Security in relation to property located in Scotland held by the Company,

(the "**FWL Finance Documents**")

**HERTFORD CELLARS LIMITED**, the undersigned, being the sole shareholder of the Company, who (at the date of these resolutions) would be regarded for the purpose of Section 381A of the Companies Act 1985 as entitled to attend and vote at any general meeting of the Company and in accordance with Schedule 15A of the Companies Act 1985, having been supplied with a copy of the statutory declaration made pursuant to Section 155 of the Companies Act 1985 and the auditors' report annexed thereto, hereby agree, pursuant to Section 381 of the Companies Act 1985 that the following written resolutions be passed

- 1 That, subject to compliance with Sections 155 to 158 of the Companies Act 1985, the giving of the Financial Assistance by the Company for the purpose of the Acquisition and the terms and arrangements contemplated by the execution, delivery and performance by the Company of the FWL Finance Documents **BE AND IS HEREBY APPROVED.**
- 2 That the execution and performance of the FWL Finance Documents is in the best interests of the Company and the approval for the Company to enter into and perform the FWL Finance Documents is given notwithstanding that the Company might be held to be giving financial assistance for the purposes of Sections 151 and 152 of the Companies Act 1985
- 3 That the approval for the Company to enter into the FWL Finance Documents be given notwithstanding that the Company might be held to be giving Financial Assistance for the purposes of Sections 151 and 152 of the Companies Act 1985
- 4 These resolutions given above shall have effect notwithstanding any provision of the Company's Articles of Association



For and on behalf of **HERTFORD CELLARS LIMITED**