

Company Number: 00046967

THE COMPANIES ACT 2006

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COMPANY LIMITED BY SHARES

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ORDINARY RESOLUTION AND SPECIAL RESOLUTIONS

of

Gonzalez, Byass & Co., Limited

(the "Company")

Passed on 1 August 2012


At a General Meeting of the Company duly convened and held at Jan van Goyenkade 8, Amsterdam, the Netherlands on 1 August 2012, the following resolutions were duly passed

ORDINARY RESOLUTION

- 1 THAT in accordance with Regulation 9(1)(c) of the Companies (Cross-Border) Mergers Regulations 2007 we resolve not to appoint an independent expert for the purposes of providing a report on the reasonableness of the valuation methods and share-to-share exchange ratio of the merger of the Company with and into its wholly-owned subsidiary, Gonzalez Byass, S A U , pursuant to the common draft terms of merger entered into between the Company and Gonzalez Byass, S A U dated 28 February 2012

SPECIAL RESOLUTIONS

- 2 THAT, in accordance with regulation 13 of the Companies (Cross-Border Mergers) Regulations 2007, and pursuant to common draft terms of merger dated 28 February 2012 between the Company and Gonzalez Byass S A.U , a Spanish wholly-owned subsidiary of the Company, in the form produced to the meeting and initialled by the Chairman for the purposes of identification, the merger of the Company into Gonzalez Byass S.A U be and is hereby approved.
3. THAT, the annual accounts of the Company as at 31 August 2011 be and are hereby approved as the accounts on the basis of which the merger of the Company into Gonzalez Byass S A U shall be carried out.



Chairman

