

COMPANY NO: 970624

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS

- of -

GRAND METROPOLITAN INTERNATIONAL HOLDINGS LIMITED

(Passed on 24th September 1996)

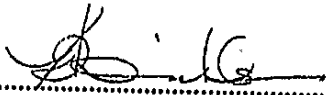
At an Extraordinary General Meeting of the above-named Company duly convened and held on 24th September 1996 the following Resolutions were duly passed. In the cases of Resolutions 1 and 2 as Ordinary Resolutions and in the case of Resolution 3 as a Special Resolution of the Company:

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be increased to £215,000 by the creation of 214,900 new unclassified shares of £1 each such new shares to rank pari passu in all respects with the existing unclassified shares of the Company and that the Memorandum of Association of the Company be altered accordingly.
2. THAT the directors of the Company be generally and unconditionally authorised for a period of 12 months from the date of the passing of this Resolution to allot the 214,900 new shares or any of them or any other shares for the time being in the capital of the Company in accordance with Section 80 of the Companies Act 1985.

SPECIAL RESOLUTION

3. THAT the directors of the Company be hereby authorised and empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities pursuant and subject to the authority contained in Resolution 2 above as if Section 89(1) of the Companies Act 1985 did not apply to the allotment of any such securities.



CHAIRMAN

