

Company No. 3249862

THE COMPANIES ACT 1985 (AS AMENDED)

COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

GRAND METROPOLITAN CAPITAL COMPANY LIMITED

Passed 27th September, 1996

At an Extraordinary General Meeting of the above-named Company, duly convened and held at 8 Henrietta Place, London, W1M 9AG on 27th September, 1996 the following resolutions were passed, resolutions 2, 4, 5 and 6 as special resolutions and resolutions 1 and 3 as ordinary resolutions:

1. That the authorised share capital of the Company be increased from £100 to £3,000,000,000 by the creation of an additional 2,999,999,900 ordinary shares of £1 each.
2. That 500,000,000 ordinary shares of £1 each (including the one ordinary share held by Justerini & Brooks Limited ("JB")) be reclassified as 500,000,000 'A' Ordinary Shares of £1 each (the "A' Ordinary Shares") having attached thereto the rights and being subject to the limitations and restrictions set out in paragraph 5 below and that 2,500,000,000 ordinary shares of £1 each (including the one ordinary share held by Grand Metropolitan Public Limited Company) be reclassified as 2,500,000,000 'B' Ordinary Shares of £1 each (the "B' Ordinary Shares") having attached thereto the rights and being subject to the limitations and restrictions set out in paragraph 6 below.
3. That, pursuant to section 80 Companies Act 1985, the directors be and they are hereby authorised generally and unconditionally to allot relevant securities (as defined in section 80 of the Companies Act 1985) up to an aggregate nominal amount of £3,000,000,000 (three billion pounds) provided that this authority, unless renewed, shall expire on the date five years from the date on which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.



4. That the Articles of Association of the Company be amended by the insertion of the following as a new Article after Article 3 (Rights Attached to Shares):-

"3A The present capital of the Company is divided into 500,000,000 'A' Ordinary Shares of £1 each (the "A' Ordinary Shares") and 2,500,000,000 'B' Ordinary Shares of £1 each (the "B' Ordinary Shares"), the 'A' Ordinary Shares and the 'B' Ordinary Shares having attached thereto the rights and being subject to the limitations and restrictions set out below."

5. That the Articles of Association of the Company be amended by the insertion of the following as a new Article 3B after Article 3A:-

"3B Notwithstanding their reclassification as 'A' Ordinary Shares, the rights attaching to the 'A' Ordinary Shares and the limitations and restrictions to which the 'A' Ordinary Shares are subject shall remain unchanged save as expressly set out below or as the Directors may determine prior to allotment:-

(a) Income

- (i) Out of the profits available for distribution and resolved to be distributed the holders of the 'A' Ordinary Shares shall be entitled, in priority to the transfer of any sum to reserves and to any payment of dividend to holders of any other class of shares or stock, to payment of a non-cumulative dividend or non-cumulative dividends in an amount not exceeding in aggregate £40,000,000 in any calendar year (such ^{amount} ~~sum~~ to include any advance corporation tax that may be payable in respect of such dividend).

- (ii) In the event that payments of dividend exceed £40,000,000 in any calendar year (such ^{amount} ~~sum~~ to include any advance corporation tax that may be payable in respect of such dividend), such amount of dividend in excess of £40,000,000 is to be paid to the holders of the 'A' Ordinary Shares and the 'B' Ordinary Shares pro rata according to their respective aggregate nominal amounts..

(c) Further Issues and Variation of Rights

The special rights attached to the 'A' Ordinary Shares may be varied with the consent in writing of the holder or holders of all the 'A' Ordinary Shares but not otherwise.

If at any time there are 'A' Ordinary Shares in issue, no additional 'A' Ordinary Shares may be issued except pro rata to the then existing holders thereof or with the consent in writing of all such holders."

6. That the Articles of Association of the Company be amended by the insertion of the following as a new Article 3C after Article 3B:-

"3C Notwithstanding their reclassification as 'B' Ordinary Shares, the rights attaching to the 'B' Ordinary and the limitations and restrictions to which the 'B' Ordinary Shares are subject shall remain unchanged save as expressly set out below or as the Directors may determine prior to allotment:-

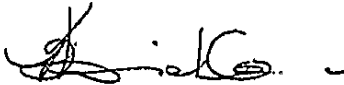
(a) Income

- (i) The rights of the holders of the 'B' Ordinary Shares to any payment of dividend are subject to the rights of the holders of the 'A' Ordinary Shares as set out in Article 3B above.
- (ii) In the event that payments of dividend exceed £40,000,000 in any calendar year (such ^{amount} ~~sum~~ to include any advance corporation tax that may be payable in respect of such dividend), such amount of dividend in excess of £40,000,000 is to be paid to the holders of the 'A' Ordinary Shares and the holders of the 'B' Ordinary Shares pro rata according to their respective aggregate nominal amounts.

(b) Further Issues and Variation of Rights

The special rights attached to the 'B' Ordinary Shares may be varied with the consent in writing of the holder or holders of all the 'B' Ordinary Shares but not otherwise.

If at any time there are 'B' Ordinary Shares in issue, no additional 'B' Ordinary Shares may be issued except pro rata to the then existing holders thereof or with the consent in writing of all such holders."


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Chairman

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