

THE COMPANIES ACT 2006

LORDS WINES AND HAMPERS LIMITED

(the "Company")

(Company No.)

08497232

WRITTEN RESOLUTION

We, the undersigned, being all the members of the Company entitled to attend and vote at general meetings of the Company make the following resolution as a Special resolution of the Company and which will, Section 288(5) of the Companies Act 2006 ('the Act') be as valid and effective for all purposes as if the same had been passed at a general meeting of the Company duly convened and held -

THAT the articles of association of the company be altered as follow

The following additional provisions shall be inserted as follows

1. "Interpretation"

A Share: an ordinary share of £1 in the capital of the Company designated as an A Ordinary Share,

B Share: an ordinary share of £1 in the capital of the Company designated as a B Ordinary Share

Transfer Notice: an irrevocable notice in writing given by any shareholder to the other shareholder where the first shareholder desires, or is required by these Articles, to transfer or offer for transfer (or enter into an agreement to transfer) any shares Where such notice is deemed to have been served it shall be referred to as a **Deemed Transfer Notice**,

28A Share Capital

The Company is a private company limited by shares, within the meaning of the Act

28A 1 The Share Capital of the Company is £101 00 divided into.

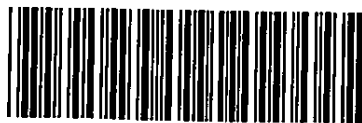
a) 100 Ordinary A Shares

b) 1 B Ordinary Share

of £1.00 each ranking pari passu in all respects save as hereafter provided

28A 2 "A" Ordinary Shares and "B" Ordinary Shares shall constitute different classes of shares for the purposes of the Act but, except as otherwise expressly provided in these Articles, shall confer on their holders the same rights and rank pari passu in all respects

TUESDAY



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28A 3 The "B" Ordinary Shares shall be non-voting shares and shall not confer upon the holders of those Shares any form of rights in relation to the business of the Company and the holders of such shares shall not be entitled to receive notice of or to attend or vote at any general meeting of the Company

28A 4 The "B" Ordinary Shares shall carry the right to a fixed dividend or interim dividend in such sum (if any) as the Directors of the Company shall from time to time declare to be paid (to the extent that there are profits available for distribution)

28A 5 The "B" Ordinary Shares shall confer no further rights to vote or to participate in the profits or the assets of the Company apart from those set out above

28A 6 The rights for the time being respectively attached to any A shares and B shares for the time being in issue may from time to time (whether or not the Company is being wound up) be varied or abrogated with the consent in writing of the holders of not less than 75% in nominal value of the issued shares of the entire issued share capital class or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the issued share capital To any such separate general meeting all the provisions of these articles as to general meetings of the Company shall mutatis mutandis apply, but so that the necessary quorum shall be one holder of the relevant class present in person or by proxy and holding or representing not less than 33 3% in nominal value of the issued shares of the relevant class, that every holder of shares of the class shall be entitled on a poll to one vote for every such share held by him and that any holder of shares of the class present in person or by proxy or (being a corporation) by a duly authorised representative may demand a poll For the purpose of this article one holder present in person or by proxy or (being a corporation) by a duly authorised representative may constitute a meeting

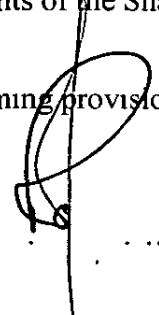
28A 7 The "B" Ordinary Shares shall only be transferrable with the express written consent

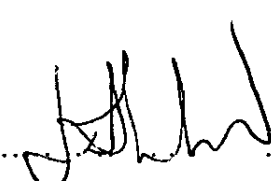
of the Directors of the Company and shall only be transferrable for the consideration of £1 00, save for in circumstances whereby an offer is accepted for the acquisition of the entire issued share capital of the Company, and in such circumstances the holders of the "B" Ordinary Shares shall be entitled to transfer their respective shares for such value as is ascribed to those particular shares in such an offer.

57. Declaring Dividends

57.1 Subject to the provisions of the Act, the Company may by unanimous consent of the holders of the A Ordinary Shares declare dividends in accordance with the respective rights of the Shareholders

The remaining provisions of Article 57 shall apply

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Dated 25/3/ 2013