Bruichladdich Distillery Company Limited (company number SC209196)

Notice of Passing of Resolutions

At an Annual General Meeting of the Company held on 19 December 2002 the following resolutions were passed:-

Special Resolutions

- 3. **THAT** the increase in the authorised share capital of the Company from £55,375 to £67,906 by the creation of an additional 25,062 "D" ordinary shares of £0.50 each as recorded within the new Articles of Association of the Company adopted by Special Resolution on 17 December 2001 be and is hereby ratified and confirmed to the intent that such increase is deemed to have taken effect on 17 December 2001 notwithstanding the date of this Resolution.
- 4. **THAT** the authorised share capital for "D" ordinary shares of the Company be and is hereby increased by £10,000 from £12,531 to £22,531 by the creation of a further 20,000 "D" ordinary shares of £0.50 each.

Ordinary Resolution

5. THAT subject to the passing of resolution (4), the directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the 'Act'), to exercise all the powers of the Company to allot "D" ordinary shares up to an aggregate nominal amount of £10,000 provided that this authority shall expire 15 months after the date of passing this resolution (5) or, if earlier, the date of the next annual general meeting of the Company, and that the Company may before such expiry make an offer or agreement which would or might require "D" ordinary shares to be allotted after such expiry and the directors of the Company may allot "D" ordinary shares in pursuance of such offer or agreement notwithstanding that the authority conferred hereby has expired.

Special Resolutions

- 6. THAT, subject to the passing of resolutions (4) and (5), (and on the basis that Article 10.3 of the Articles of Association of the Company is hereby disapplied for the purpose of and subject to the limitations contained within this Resolution) the directors of the Company be and they are hereby empowered pursuant to section 95 of the Act to allot "D" ordinary shares of £0.50 each ("D Shares") wholly for cash pursuant to the authority conferred by resolution (5) as if section 89(1) of the Act did not apply to any such allotment provided that this power shall be limited to the following allotments:
 - a) the allotment of up to 16,000 D Shares pursuant to a private placing on such terms as the directors may determine; and

b) otherwise than pursuant to sub-paragraph (a) above and in such manner and on such terms as the directors may determine, up to an addregate of 4 000 D. Shares.

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and shall expire fifteen months after the date of passing this resolution (6) or, if earlier, the date of the next annual general meeting of the Company, save that the Company may, before such expiry make an offer or agreement which would or might require D Shares to be allotted after such expiry and the directors of the Company may allot D Shares in pursuance of any such offer or agreement notwithstanding that the power conferred hereby has expired.

Director/Secretary

SIMON T. COUGHEIN