

Company number: 4355190

SATURDAY



THE COMPANIES ACTS 1985 to 2006
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

- of -

THRESHER WINES GROUP LIMITED (the "Company")

[29] September 2008 (the "Circulation Date")

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution of the Company (the "Resolution")

SPECIAL RESOLUTION

"THAT the existing articles of association of the company be and they are hereby amended as follows

1 By adding the following definition

a Conflict Situation a situation in which a director has, or can have, a direct or indirect interest that conflicts, or may possibly conflict, with the interests of the Company, including in relation to the exploitation of any property, information or opportunity and regardless of whether the Company could take advantage of the property, information or opportunity itself, but excluding a situation which could not reasonably be regarded as likely to give rise to a conflict of interest,

2 By deleting the definitions of "Investor" and "Terra Firma Partnerships" in their entirety

3 By amending the articles to include new article 41 as follows and re-numbering all subsequent articles accordingly

AUTHORISATION OF DIRECTORS' CONFLICTS OF INTEREST

41 Conflicts of Interest

41 1 If a Conflict Situation arises, the directors may authorise it for the purposes of Companies Act 2006 section 175(4)(b) by a resolution of the directors made in accordance with that section and these Articles. At the time of the authorisation, or at any time afterwards, the directors may impose any limitations or conditions or grant the authority subject to such terms which (in each case) they consider appropriate and reasonable in the circumstances. Any authorisation may be revoked or varied at any time in the discretion of the directors

41 2 It is recognised that a director

41 2 1 may be a shareholder in the Company,

41 2 2 may be a shareholder in, employee, director, member or other officer of, or consultant to, a subsidiary of, or a holding company of, or a subsidiary of a holding company of,

the Company (as such terms are defined in Companies Act 2006 section 1159) (each a "Group Company") and

- 41 2 3 shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such shareholding in the Company or other directorship, membership, office, employment, relationship or his involvement with any Group Company and he shall not be in breach of the duties he owes to the Company as a result of any Conflict Situation which arises from his shareholding in the Company or his relationship with a Group Company, including (without limitation) in relation to proposals for financing or otherwise promoting the business of (whether in competition with the Company or not) any such other entity
- 41 3 In the circumstances contemplated by Article 41 2 and notwithstanding any other provision of these Articles, each director shall
- 41 3 1 be entitled to receive any papers or other documents in relation to, or concerning, matters to which the Conflict Situation relates,
- 41 3 2 not be excluded from those parts of the meetings of the directors or meetings of a committee of the directors at which matters to which the Conflict Situation relates are discussed,
- 41 3 3 be entitled to vote (and form part of the quorum) at any such meeting, and
- any information which he obtains, other than in his capacity as a director or employee of the Company, which is confidential in relation to an entity referred to in Article 41 2 or to a Group Company, need not be disclosed or used for the benefit of the Company where such disclosure or use would constitute a breach of confidence
- 41 4 Regulation 94 of Table A in so far as it relates to the Company shall be adapted accordingly
- 41 5 This Article 41 shall have effect on and from 1 October 2008 or such other date that Companies Act 2006 section 175 comes into force "

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, being all the members of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution

Signed

Name

(PRINT NAME)

For and on behalf of
~~First~~ Acquisitions Limited

Date

29/9/08

Signed

Name

(PRINT NAME)

For and on behalf of
Thresher Wines Holdings Limited

Date

29/9/08