

3560529

**ELECTIVE AND SPECIAL RESOLUTION OF:**

**THE SELECT WINE COMPANY LIMITED**

**ELECTIVE RESOLUTIONS**

We resolve that the company shall from 15th June 1999

- a) Dispense with laying accounts before a general meeting.
- b) Dispense with holding Annual General Meetings.
- c) Dispense with the appointment of Auditors annually and the fixing of the remuneration of the auditors in the general meeting.

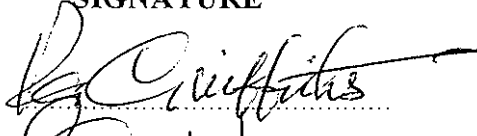
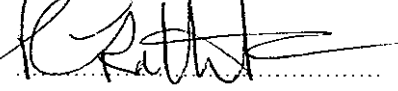
FOR INFORMATION ONLY  
- THIS RESOLUTION PROCESSED SEPARATELY

**SPECIAL RESOLUTIONS** ✓

We resolve that the company shall from the 15th June 1999

- d) Amend any requirement in the Memorandum and Articles of Association (Table A para 76) such that the remuneration of the directors need not from time to time be determined by the company in the general meeting.
- e) Amend any requirement in the Memorandum and Articles of Association (Table A para 114) such that the company may declare and pay dividends up to the amount recommended by the Directors without reference to the members.
- f) Amend any requirement in the Memorandum and Articles of Association such that the directors may determine the remuneration of the directors (Table A para 76) and the remuneration of the auditors, and may declare dividends (Table A para 114-122); and
- g) Amend any requirement in the Memorandum and Articles of Association (Table A para 89 and 90) governing directors' retirement such that directors do not retire automatically at the first AGM and do not retire by rotation.

We the undersigned, who are entitled to attend and vote at a General Meeting, agree to waive any period of notice and adopt the elective and special resolutions by written resolution.

SHAREHOLDER	SIGNATURE	DATE
R. G. GRIFFITHS		21/5/99
P. D. GRIFFITHS		21/5/99

