COMPANY NUMBER: 2711055

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

BROTHERS DRINKS CO. LIMITED

(Passed on 8th July 1998)

AT AN EXTRAORDINARY GENERAL MEETING of the members of the above-named Company, duly convened and held at Anglo Trading Estate, Shaftgate Avenue, Shepton Mallet, Somerset on 8th July 1998, the RESOLUTION set out below was duly passed as a SPECIAL RESOLUTION.

RESOLUTION

THAT the payment of £139,311 out of capital of the Company as defined in Sections 171 and 172 of the Companies Act 1985 in respect of the purchase of 139,311 Preference Shares of £1.00 each under Section 162 of the said Act from those shown on the attached schedules be and is hereby authorised.

J. SHOWERING - DIRECTOR

A14 *AFCG07S4* 162 COMPANIES HOUSE 11/07/98

Brothers Drinks Co. Limited

Schedule of Redeemable Preference Shares for Contract of Redemption on 14th August 1998

<u>Name</u>	<u>Address</u>	<u>Holding</u>	Consideration
Arrow Nominees Inc	Palm Chambers No. 4, Fishlock Road Road Town, Totola BVI	65,631	£65,631
Mr C Barber	New Close, Highbridge Farm Ditcheat, Shepton Mallet BA4 6	500	£500
Mrs PJ Barber	The Old Mill, Knole, Long Sutton Langport TA10 9HY	500	£500
Sharon Bartlett	4 Westway Lane Shepton Mallet BA4 5RA	253	£253
Cantrade Nominees Limited	Morgartenstrass 1, Postfach 1332 8038 Zurich	17,500	£17,500
Mr M & Mrs J Collins	16 Shaftgate Avenue Shepton Mallet BA4 5YA	88	£88
Bonnie Copp	c/o The Priory, Ditcheat Shepton Mallet BA4 6RB	5,000	£5,000
Mr C Courage	Edgcote Banbury OX17 1AG	7,500	£7,500
Dale Drew	20 Chariton Road Shepton Mallet BA4 5NZ	253	£253
David Drew	20 Charlton Road Shepton Mallet BA4 5NZ	253	£253
Rita Drew	20 Charlton Road Shepton Mallet BA4 5NZ	253	£253
Mr JJ Farthing	Brue Farm, Lovington Castle Cary BA7 7PP	500	£500
Mrs R Farthing	Brue Farm, Lovington Castle Cary BA7 7PP	250	£250
Mr D Glen	104 Wookey Hole Road Wells BA5 2NQ	591	£591
Mr J Henley	Rogate, Leg Square Shepton Mallet BA4 5LL	200	£200
Robert Mapstone	10 Hawkers Lane Wells BA5 3JU	536	£536
Russell Simpson Limited	5 Anderson Street London SW3 3LU	5,000	£5,000
R Showering, J Drewett & S Moody re FE Showering	c/o 65 High Street Shepton Mallet BA4 5	12,500	£12,500
Lady Showering	48 Hydepark Gate London SW7 5DU	12,500	£12,500
Mr MH Showering	Wistaria House, Dinder Wells BA5	1,546	£1,546
Mrs R Showering	Silton Lodge, Silton Gillingham Dorset	5,000	£5,000
Mr AJ & Mrs J Standard	Orchard Lodge, Portway Wells BA5 2BB	1,049	£1,049
Miss J Standard	Orchard Lodge, Portway Wells BA5 2BB	154	£154
Mr P Standard	Orchard Lodge, Portway Wells BA5 2BB	154	£154
Mr K Tibbals	6 Coombe Green, Croscombe Wells BA5 3QP	1,600	£1,600
	Wolld Divid Od	139,311	£139,311