



NO:2836071

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

COTT UK LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on 199 at 5 Princes Gate, London SW7 1QJ the following Resolution were duly passed:-

ORDINARY RESOLUTIONS

1 THAT:-

- 1.1 the authorised share capital of the Company be increased from £2,200 to £50,000,000 by the creation of 49,997,800 ordinary shares of £1 each to rank pari passu in all respects with the existing ordinary shares of £1.00 each in the capital of the Company.

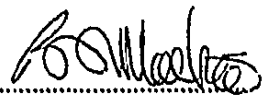
2 THAT:-

- 2.1 the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for the period of 5 years from the date of the passing of this Resolution all the powers of the Company to allot relevant securities up to the aggregate nominal amount of £49,997,800;
- 2.2 by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period; and
- 2.3 words and expressions defined in or for the purposes of the said Section 80 shall have the same meanings in this Resolution.

SPECIAL RESOLUTION

- 3 THAT the Articles of Association of the Company be and are hereby altered by deleting the existing Article 2 and substituting therefor the following new Article 2:-

"2. The share capital of the Company as at 15 January 1996 is £50,000,000 divided into 49,998,000 ordinary shares of £1 each and 2,000 preference shares of £1 each.

  
Chairman

Hackwood Securities Limited (RJA)  
Barrington House  
59-67 Gresham Street  
London EC2V 7JA