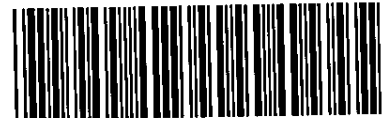


THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS
OF
WINEWORLD LONDON PLC
("the Company")

THURSDAY



A58 27/11/2008 265
COMPANIES HOUSE

AT a meeting of the holders of ordinary shares of 25p of the Company duly convened and held at Vinopolis, 1 Bank End, London, SE1 9BU on 24 January 2008 at 10.30am the following resolution was duly passed as a Special Resolution:

1. that sanction be and is hereby given to the Directors to capitalise an amount, being part of the amount standing to the credit of the share premium account of the Company, equal to £2,708,843 and accordingly that the Directors be authorised and directed to appropriate such sum to the members who are, at 9.00 am on 22 January 2008, registered as the holders of the issued Ordinary Shares and/or A Ordinary Shares in the capital of the Company and to apply such sum on their behalf in paying up in full new Preference Shares of 1p each and allot such Preference Shares credited as fully paid to those members in the proportion of one new Preference Share for every two existing Ordinary Shares and/or A Ordinary Shares held on such date provided that where such allotment would entitle a shareholder to a fraction of a Preference Share the Company may in its discretion round up or down to the nearest whole Preference Share.
2. forthwith and conditional upon the capitalisation of share premium account in Resolution 1 taking effect and prior to the issue of the new Preference Shares, the Articles of Association of the Company be and are hereby amended as follows:

(a) by inserting the following new definitions in Article 1:

"Deferred Shares" means deferred shares of 0.001p each in the capital of the Company.

"Preference Shares" means redeemable preference shares of 1 pence each in the capital of the Company.

(b) by deleting Article 4;

(c) by renumbering the existing Article 5 as Article 4 and inserting as Article 5 the following:

"The respective rights of the holders of the Shares and the Preference Shares and the Deferred Shares shall be as follows:-

(A) Income

The holders of Preference Shares shall not be entitled to participate in the profits of the Company in respect of those Preference Shares. The holders of the Shares shall be entitled to participate in the profits of the Company *pari passu* and as if the A Ordinary Shares and the Ordinary Shares were a single class.

(B) Voting & General Meetings

The holders of the Shares and the Preference Shares shall have the right to receive notice of and attend and vote at any general meeting of the Company. Each such holder present in person or by proxy or by representative shall be entitled on a show of hands to one vote and a poll to one vote for each A Ordinary Share, Ordinary Share and/or Preference Share held by him which is credited as fully paid up.

(C) Return of Assets

On a return of assets on liquidation or otherwise (except upon the redemption of shares of any class or purchase of a Company of its own shares), the assets of the Company available for distribution amongst shareholders after payment of its liabilities and the costs, charges and expenses of winding up where applicable shall be applied in the following manner and order of priority:-

1. first, in paying the holders of Preference Shares 1 pence per share;
2. second, in paying the balance to the holders of the Ordinary Shares and the A Ordinary Shares as if they were all shares of the same class and denominated in the same amount in proportion to the number of such shares held."

(D) Redemption

The Company is generally and unconditionally authorised pursuant to Section 160 of the Companies Act 1985 to redeem Preference Shares at the option of the Company, provided that;

- (a) the maximum number of shares that may be acquired under this authority is 270,884,344; and
- (b) the price to be paid for such a share is the nominal value of such shares.

(E) Deferred Shares

The holders of Deferred Shares shall have no rights in respect of those shares to participate in the profits or capital of the Company nor any rights to attend or vote at any meetings of the Company.

3. that the amount standing to the credit of the share premium account of the Company be and is hereby cancelled
4. that the share capital of the Company be reduced from £17,136,832 to £12,260,914 divided into 492,793,085 A Ordinary Shares of 0.1 pence each and 48,975,603 ordinary shares of 24.1 pence each and that such reduction be effected by the nominal value of each A ordinary share in the capital of the Company being reduced from 1 pence to 0.1 pence and the nominal value of each Ordinary Share in the capital of the Company being reduced from 25 pence to 24.1 pence and that the sum arising from the reduction in such nominal value, being 0.9 pence per Ordinary Share

and per A Ordinary Share making a total of £4,875,918 be repaid to the holders of the Company's A Ordinary Share and Ordinary Shares on the register of members at 9.00 am on 22 January 2008 with each such shareholder being repaid the amount by which the denomination of his holding has been thereby reduced.

5. that the paid up share capital of the Company be further reduced by an amount equal to the amount needed to eliminate the deficit on the profit and loss account of the Company after the reduction in capital set out at resolution 4 above takes effect being not more than £10,592,762 and that the further reduction be effected by the nominal value of each A Ordinary Share being reduced to not less than 0.014p and of each Ordinary Share to not less than 3.34p, the issue of Deferred Shares having an aggregate nominal value equal to the amount of such further reduction to the holders of A Ordinary Shares and Ordinary Shares pro rata to the amounts by which the nominal values of the A Ordinary Shares and Ordinary Shares respectively held by them have been reduced and the immediate cancellation of such Deferred Shares.

DATED 24 JANUARY 2008

..... *A. C. Anderson*
Chairman