



LASCELLES deMERCADO & CO. LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Lascelles deMERCADO & Co. Limited ('the Company') will be held at 234 Spanish Town Road, Kingston 11 on **Tuesday, November 13th, 2012 at 2.30 p.m.** for the purpose of considering and, if thought fit, passing the special resolution below.

WHEREAS:

- A. Gruppo Campari released a press announcement on September 3, 2012 indicating that it had signed an Agreement with certain of CL Financial Limited's subsidiaries to acquire 81.4% of the shares in the Company and pursuant to that said agreement intended to make an offer through one of its subsidiaries to the shareholders of the Company to acquire all outstanding ordinary and preference shares in the Company; and
- B. Gruppo Campari indicated that it envisaged that the divestment of certain assets of the Company would be completed before closing of its offer, and that, accordingly, its offer contemplated the acquisition of the wines, spirits and distribution assets; and
- C. In anticipation of the impending offer from Gruppo Campari or any other person the Company now wishes to make the necessary preparations for the separation of the assets of the Company so that its shareholders may be able to benefit in full from any such offer being made.

P.T.O

BE IT RESOLVED THAT:

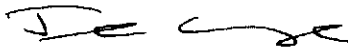
Special Resolution

“PROVIDED the Company’s shareholders receive a public offer for the purchase of all the shares in the Company conditional on it holding only the wines, spirits and distribution businesses THAT for the reasons hereinbefore stated the Company do effect a separation of its wines, spirits and distribution businesses from the other businesses represented by the companies listed below and that all the shares held by the Company in the companies listed below shall be transferred to a new company (“Newco”) formed for this purpose; and

FURTHER THAT in consideration of the transfer of the shares in the companies listed below Newco shall issue and allot its shares to the shareholders of the Company on record as at close of business on November 20th, 2012 in the same proportion as they each hold shares in the Company.”

- i. Globe Limited and its subsidiary, GWI Limited
- ii. John Crook Limited and its subsidiaries
- iii. Turks Islands Importers Limited and its subsidiary, TIMCO Limited
- iv. AJAS Limited
- v. Transportation Agencies Limited
- vi. Henriques Brothers Limited and its subsidiaries, Kingston Industrial Garage Limited, Cars & Commercial Limited, Sterling Motors Limited.

Dated the 22nd day of October 2012



Secretary