

## COMPANIES FORM No. 155(6)(a)

Declaration in relation to  
assistance for the acquisition  
of shares

155(6)a

Please do not  
write in  
this margin

Pursuant to section 155(6) of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block letteringTo the Registrar of Companies  
(Address overleaf - Note 5)

For official use

Company number

00024795

Note  
Please read the  
notes on page 3  
before completing  
this form

Name of company

\* Jennings Brothers Limited (the "Company")

\*Insert full name  
of company

I/We

Derek Andrew of Church Hill House, Church Hill, Kinver, Stourbridge, West Midlands, DY7 6HY;  
Alistair William Darby of The Homestead, Hawford Lock Lane, Claines, Worcester, WR3 7SD;  
Ralph Graham Findlay of 79 Wrottesley Road, Wolverhampton, WV6 8SQ;  
Paul Inglett of 19 Midhurst Grove, Tettenhall, Wolverhampton, West Midlands, WV6 8XN; and  
Stephen John Oliver of 3 Forshaw Close, Ashbourne, Derbyshire, DE6 1NF

Insert name(s) and  
address(es) of all  
the directors† Delete as  
appropriate

[the sole director] [all the directors] † of the above company do solemnly and sincerely declare that:

The business of the company is:

§ Delete whichever  
is inappropriate(a) that of a recognised bank [licensed institution] within the meaning of the Banking Act 1979; ~~xx~~(b) that of a person authorised under section 300(4) of the Insurance Companies Act 1982 to carry  
on insurance business in the United Kingdom; ~~xx~~

(c) something other than the above §

The company is proposing to give financial assistance in connection with the acquisition of shares  
in the [company] [company's holding company]

~~limited~~

The assistance is for the purpose of [that acquisition] [reducing or discharging a liability incurred  
for the purpose of that acquisition]. †

The number and class of the shares acquired or to be acquired is:

10,654,447 Ordinary Shares of 25 pence each and 50,000 Preference Shares of £1.00 each

Presenter's name address and  
reference (if any):

FRESHFIELDS BRUCKHAUS  
DERINGER  
65 FLEET STREET, LONDON  
ENGLAND  
UNITED KINGDOM EC4Y 1HS  
DX 23 LONDON/CHANCERY LANE

For official Use (10/03)  
General Section

Post room

LD4  
COMPANIES HOUSE146  
25/10/2005

The assistance is to be given to: (note 2)

The Wolverhampton & Dudley Breweries, Public Limited Company (registered number 00031461) of P.O. Box 26, Park Brewery, Bath Road, Wolverhampton, WV1 4NY.

Please do not  
write in  
this margin

Please complete  
legibly, preferably  
in black type, or  
bold block  
lettering

The assistance will take the form of:

The Company will provide financial assistance by way of acceding to, as an Additional Guarantor (as defined in the Facilities Agreement), a £250,000,000 facility agreement dated 8 August 2005 made between, inter alia, The Wolverhampton and Dudley Breweries, Public Limited Company and Wolverhampton & Dudley Breweries (Trading) Limited, as original borrowers and The Wolverhampton & Dudley Breweries, Public Limited Company and others as original guarantors, Barclays Capital and HSBC Bank plc as arrangers and Barclays Bank PLC as agent (as amended from time to time) (the *Facility Agreement*).

The person who ~~(has acquired) will acquire~~ the shares is:

The Wolverhampton and Dudley Breweries, Public Limited Company

† Delete as  
appropriate

The principal terms on which the assistance will be given are:

Please see Appendix 1

The amount of cash to be transferred to the person assisted is £ nil

The value of any asset to be transferred to the person assisted is £ nil

The date on which the assistance is to be given is within 8 weeks of this declaration

Please do not  
write in  
this margin

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

\*Delete either (a) or  
(b) as appropriate

X/We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

(a) X/We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date]\* (note 3)

~~(b) It is intended to commence the winding-up of the company within 12 months of that date and X/we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding-up]\* (note 3)~~

And X/we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at Wolverhampton the  
fourth day of August

Declarants to sign below

on 

Day	Month	Year
21	11	2005

before me

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

Bartholomew Ave Ce. Hall  
Stretton  
Wolverhampton

[Signature]  
[Signature]  
[Signature]  
[Signature]  
[Signature]

## NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditor's report required by section 156(4) of the Companies Act 1985 must be annexed to this form.

- 5 The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies  
Companies House  
Crown Way  
Cardiff  
CF14 3UZ

DX 33050 Cardiff

or, for companies registered in Scotland:-

The Registrar of Companies  
37 Castle Terrace  
Edinburgh  
EH1 2EB

DX 235 Edinburgh

or LP-4 Edinburgh 2

FORM 155(6)(a)

APPENDIX 1 – PRINCIPAL TERMS UPON WHICH FINANCIAL ASSISTANCE WILL BE GIVEN

**JENNINGS BROTHERS LIMITED**  
(Company Number 00024795)

Terms and expressions used herein have the meaning given to them in the Facility Agreement.

By acceding to the Facility Agreement as an Additional Guarantor, the Company irrevocably and unconditionally jointly and severally:

- (a) guarantees to each Finance Party punctual performance by each Borrower of all that Borrower's obligations under the Finance Documents;
- (b) undertakes with each Finance Party that wherever a Borrower does not pay any amount due under or in connection with any Finance Document the Company shall immediately on demand pay that amount as if it was the principal obligor; and
- (c) indemnifies each Finance Party immediately on demand against any cost, loss or liability suffered by that Finance Party if any obligation guaranteed by it is or becomes unenforceable, invalid or illegal. The amount of the cost, loss or liability shall be equal to the amount which that Finance Party would otherwise have been entitled to recover.

The guarantee and indemnity obligations undertaken by the Company under the Facility Agreement are continuing and extend to include all obligations of each of the Obligors under the Facility Agreement to any Finance Party, regardless of any intermediate payment or discharge in whole or in part.

CS.  
H/O  
E  
DA  
LWK.  
AWD

PricewaterhouseCoopers LLP  
Cornwall Court  
19 Cornwall Street  
Birmingham B3 2DT  
Telephone +44 (0) 121 265 5000  
Facsimile +44 (0) 121 265 5700

The Directors  
Jennings Brothers Limited  
C/o The Wolverhampton & Dudley Breweries, PLC  
PO Box 26  
Park Brewery  
Wolverhampton  
WV1 4NY

21 October 2005

Dear Sirs

**Auditors' report to the directors of Jennings Brothers Limited pursuant to Section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors of Jennings Brothers Limited (the "Company") dated 21 October 2005 in connection with the proposal that the Company should give financial assistance for the purpose of reducing or discharging a liability incurred for the purpose of the acquisition of the entire issued Ordinary Shares in the Company. This report, including the opinion, has been prepared for and only for the Company and the Company's directors in accordance with Section 156 of the Companies Act 1985 and for no other purpose. We do not, in giving the opinion set out below, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

**Basis of opinion**

We have enquired into the state of the Company's affairs in order to review the bases for the statutory declaration.

**Opinion**

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in Section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully



PricewaterhouseCoopers LLP  
Chartered Accountants and Registered Auditors