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COMPANIES FORM No. 155(6)a

Declaration in relation to assistance for the acquisition of shares

155(6)a

CHFP025

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 lettering

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

00026018

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

Name of company

* Bass Brewers Limited

Insert full name of company

See Continuation Sheet 1 attached.

Insert name(s) and address(es) of all the directors

delete as appropriate

~~XXXXXX~~ [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~~

~~(b) that of a person authorised under section 22A of the Insurance Companies Act 1982 to carry on insurance business in the United Kingdom~~

(c) something other than the above

The company is proposing to give financial assistance in connection with the acquisition of shares in the

~~XXXXXX~~ [company's holding company] Bass Holdings

Limited†

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

~~XXXXXX~~ acquisition].†

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

8,466,920 Ordinary

Shares.

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

Simmons & Simmons
CityPoint
One Ropemaker Street
London
EC2Y 9SS
DX: 12 London

For official Use
General Section

Post room



A24
COMPANIES HOUSE

AC2503J5

0574
08/11/01

The assistance is to be given to: (note 2) Bass Holdings Limited having its registered
office at 137 High Street, Burton on Trent DE14 1JZ.

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:

See Continuation Sheet 2 attached.

 The person who ~~has acquired~~ [will acquire]† the shares is:

† delete as
appropriate

presently unidentified by the company, its directors and its holding
companies, since the marketing of the shares is presently at an early stage

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

See Continuation Sheet 3 attached.

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 £ See Continuation Sheet 4.

The date on which the assistance is to be given is See Continuation Sheet 5.

PLEASE DO NOT
WRITE IN THIS
MARGIN

PLEASE COMPLETE
LEGIBLY, PREFERABLY
IN BLACK TYPE, OR
GOLD BLOCK LETTERING

DELETE EITHER (A) OR
(B) AS APPROPRIATE

☒ 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) ☒ 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) ~~[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 ☒ 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
BURTON UPON TRENT

Day Month Year
on 29 11 2001
before me (W.L. EDWARDS)
A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

Declarants to sign below
[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 auditors 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

or, for companies registered in Scotland:-

The Registrar of Companies
37 Castle Terrace
Edinburgh
EH1 2EB

[Signature]
[Signature]

Continuation Sheet 1

Declaration in relation to assistance for the acquisition of shares

Continuation Sheet to Companies Form 155(6)a

Company No: 00026018

Name of Company: Bass Brewers Limited ("the Company")

We

Johan Van Biesbroeck of

Trolieberg 16
Kessel-Lo
3010
Belgium

Christian Verougstraete of

Zoutelaan 9-4
Knocke-Heist
8300
Belgium

Paul Cooke of

Ave Victoria 10
Brussels
1000
Belgium

Continuation Sheet 1

Declaration in relation to assistance for the acquisition of shares

Continuation Sheet to Companies Form 155(6)a

Company No: 00026018

Name of Company: Bass Brewers Limited ("the Company")

We

Christian Edger of

31 The Common
Earlwood
Solihull
West Midlands
B94 5SL

Jeremy Fowden of

33 Twyford Road
Barrow on Trent
Derby
Derbyshire
DE73 1HA

John Holberry of

Hallfield House
4 Charina Grove
Swithland
Leicestershire
LE12 8XZ

Mark Hunter of

1 Royston Close
The Shires
Ashbourne
Derbyshire
DE6 1BG

Peter Swinburn of

The Gatehouse
Woolton Hill
Newbury
Berkshire
RG15 9UW

Martin Thomas of

Ellerton House
Sambrook
Newport
Shropshire
TF10 8AW

Paul Thomas of

5 Victoria Crescent
Sherwood
Nottingham
NG5 4DA

Continuation Sheet 2

Declaration in relation to assistance for the acquisition of shares

Continuation Sheet to Companies Form 155(6)(a)

Company No: 00026018

Name of Company: Bass Brewers Limited ("the Company")

The assistance will take the form of:

The agreement by the Company to the aggregate amount of Consideration as defined in the Share Purchase Agreement to be entered into by the Company and Bass Holdings ("BHL") relating to the share capital of Tennent Caledonian Brewers Limited ("TCBL") being in part left outstanding as an inter-company loan to BHL on the terms set out in a Loan Agreement to be entered into between the Company and BHL.

Continuation Sheet 3**Declaration in relation to assistance for the acquisition of shares**

Continuation Sheet to Companies Form 155(6)(a)

Company No: 00026018

Name of Company: Bass Brewers Limited ("the Company")

The principal terms on which assistance will be given are:

1. Under the Loan Agreement BHL will have the benefit of a loan from the Company, the principal terms of which are:
 - (A) the loan will be in an amount equal to the consideration payable pursuant to the Share Purchase Agreement between the Company and BHL relating to the share capital of TCBL (less the amount outstanding (as at the date of the Share Purchase Agreement) under a loan facility from BHL to the Company);
 - (B) BHL shall repay the amounts of the loan outstanding from time to time plus any accrued interest for the time being outstanding under the loan agreement (the "Outstandings") on demand;
 - (C) BHL may on giving 2 business days' notice repay the Outstandings in such amounts and on such dates as it chooses;
 - (D) the Outstandings will accrue interest for each successive 3 month interest period at the percentage rate per annum which is the aggregate of LIBOR (being the percentage per annum equal to the British Bankers Association Interest Settlement Rate) offered for 3-month deposits in pounds sterling two business days prior to the first day of each successive 3 month interest period, plus 0.9% per annum; and
 - (E) all sums payable by BHL under the loan agreement shall be paid free of any restriction or condition and, except to the extent required by law, without deduction or withholding.

Continuation Sheet 4

Declaration in relation to assistance for the acquisition of shares

Continuation Sheet to Companies Form 155(6)a

Company No: 00026018

Name of Company: Bass Brewers Limited ("the Company")

£410,000,000 (subject to adjustment pursuant to a Share Purchase Agreement to be entered into by the Company and BHL relating to the share capital of TCBL)

Continuation Sheet 5

Declaration in relation to assistance for the acquisition of shares

Continuation Sheet to Companies Form 155(6)a

Company No: 00026018

Name of Company: Bass Brewers Limited ("the Company")

The date on which the financial assistance is to be given will be a date within the period of eight weeks commencing on the date of this declaration.



KPMG Audit Plc

8 Salisbury Square
London
EC4Y 8BB
United Kingdom

Tel +44 (0) 20 7311 1000
Fax +44 (0) 20 7311 3311

The Directors
Bass Brewers Limited
137 High Street
Burton Upon Trent
DE14 1JZ

Our ref Mvm/3/mjg

Contact Mike Maloney
020 7311 8314

29 October 2001

Dear Sirs

Auditors' report to the directors of Bass Brewers Limited pursuant to Section 156(4) of the Companies Act 1985

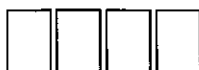
We have examined the attached statutory declaration of the directors dated 29 October 2001 in connection with the proposal that the Company should give financial assistance to the Company's holding company, Bass Holdings Limited ("BHL"), in connection with the future acquisition of shares in BHL. We have enquired into the state of the Company's affairs in order to review the bases for the statutory declaration.

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

KPMG Audit Plc

KPMG Audit Plc
Registered Auditors



KPMG Audit Plc, a company
incorporated under the UK Companies
Acts, is a member of KPMG
International, a Swiss association

KPMG Audit Plc is
registered to carry on audit
work by the Institute of
Chartered Accountants in

England and Wales.
Registered in England
No 3110745

Registered office
8 Salisbury Square
London EC4Y 8BB