

No 30800

The Companies Act 2006

A PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS

of

THE HEAVITREE BREWERY PLC

(Passed 14 April 2010)

At the ANNUAL GENERAL MEETING of the above-named Company, duly convened and held on 14 April 2010, the following Resolutions were duly passed, of which Resolution 3 was passed as a Special Resolution

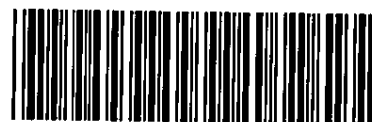
RESOLUTIONS

- 1 THAT the Company be hereby authorised to purchase up to an aggregate of 299,204 Ordinary Shares of 5p each and/or 492,371 'A' Limited Voting Ordinary Shares of 5p each in the capital of the Company at a price (exclusive of expenses) which is
 - (a) not more than £5 nor less than 5p per share, and
 - (b) not more than 5% above the arithmetical average of business transacted (as derived from the Daily Official List of The London Stock Exchange) for the ten business days next preceding any such purchase,

AND THAT the authority conferred by this Resolution shall expire on the date of the Company's Annual General Meeting in 2011 (except in relation to the purchase of shares the contract for which was concluded before such date and might be executed wholly or partly after such date)

- 2 THAT the authority conferred upon the Directors by Article 33 of the Company's Articles of Association (authority to allot, and to make offers or agreements to allot, relevant securities) be hereby extended for the five-year period ending on the date of the Company's Annual General Meeting in 2015 (or, if earlier, on 13 April 2015) AND THAT such authority shall for that period relate to relevant securities up to an aggregate nominal amount of £87,953

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- 3 THAT the power conferred upon the directors by Article 34 of the Company's Articles of Association (power to allot, or make offers or agreements to allot, equity securities as if Section 561 of the Companies Act 2006 did not apply to any such allotment) be hereby renewed for the five-year period ending on the date of the Company's Annual General Meeting in 2015 (or, if earlier, on 13 April 2015) PROVIDED THAT the aggregate nominal amount of equity securities allotted or agreed to be allotted wholly for cash during such period (otherwise than in connection with a rights issue) shall not exceed £13,192

A handwritten signature in black ink, appearing to read 'N.H.P. Tucker'.

N H P TUCKER
Director