

COMPANY NO. 052308

ELDRIDGE, POPE & CO., LIMITED

(the *Company*)

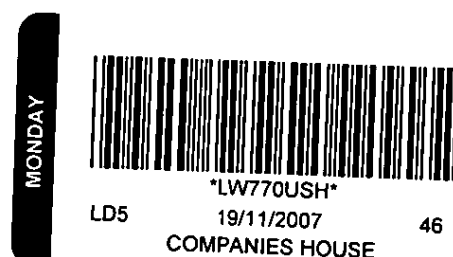
SOLE MEMBER'S WRITTEN RESOLUTION (THE *RESOLUTION*)

We, the undersigned being the sole member of the Company who would be regarded for the purposes of Chapter 2 of Part 13 of the Companies Act 2006 as entitled to attend and vote at general meetings of the Company **CONFIRM** that we have been supplied with the statutory declarations made in compliance with section 155(6) of the Companies Act 1985 (the *Act*) by the directors of the Company together with the auditors' statutory reports annexed thereto, and **AGREE** that the following resolutions shall have effect as if passed by the Company in general meeting and accordingly **WE RESOLVE**:

1. **THAT** the provision by the Company of financial assistance (within the meaning of sections 151 and 152 of the Act) for the reduction or discharge of the liability incurred in connection with the acquisition by Marston's Acquisitions Limited of the entire issued share capital of Nouveaustar Limited and all of the ordinary C shares in EP Investments 2004 Limited, by entering into (i) the Intra-Group Loan Agreement and (ii) the Sale and Purchase Agreement (each defined in the Appendix hereto) as more fully described in the statutory declarations of the Company on or about the date written below, be approved and authorised with immediate effect;

2 **THAT** the directors of the Company be and are hereby empowered, authorised and directed to execute the (i) the Intra-Group Loan Agreement and (ii) the Sale and Purchase Agreement in the form approved by a meeting of the board of directors held on or about the date written below and any other deed, certificate, instrument, notice, consent, request, mandate or other related document as the directors of the Company consider necessary, and

3. **THAT** the entry into the (i) Intra-Group Loan Agreement and the (ii) the Sale and Purchase Agreement as set out in paragraph 1 above is in the best interests of the Company's business and the entry into by the Company of the proposed transaction is to the commercial benefit and advantage of the Company.



AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, a person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution

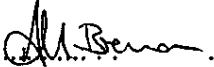
A handwritten signature in black ink, appearing to be 'A. H.' with a stylized flourish at the end.

on behalf of EP Investments 2004 Limited

Date 14-11-07

Notice to members

A copy of the Resolution has been sent to the Company's auditors, PricewaterhouseCoopers, pursuant to section 390 (2) Companies Act 1985.

..  ..
~~Director~~/Secretary

We, being the auditors of the Company, confirm that we have received a copy of this resolution

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Date:

APPENDIX

THE DOCUMENTS:

- (a) An intra-group loan agreement to be dated on or about the date hereof between the Company as lender and Marston's PLC and certain of its subsidiaries, each a borrower, pursuant to which the lender will make available facilities, from time to time, to the relevant borrower for general corporate purposes including without limitation reducing or discharging any liabilities incurred by Marston's PLC and certain of its subsidiaries in connection with the acquisition by Marston's Acquisitions Limited of the entire share capital of Nouveaustar Limited and all of the ordinary C shares in EP Investments 2004 Limited (the *Intra-Group Loan Agreement*)
- (b) A sale and purchase agreement to be dated on or about the date hereof between the Company and Marston's Estates Limited pursuant to which the Company will sell to Marston's Estates Limited certain properties, together with the related business and business assets, at net book value in connection with, amongst other things, raising finance to reduce or discharge in part liabilities incurred by Marston's PLC and certain of its subsidiaries in connection with the acquisition of the entire issued share capital of Nouveaustar Limited and all of the ordinary C shares in EP Investments 2004 Limited (the *Sale and Purchase Agreement*) Such sum to be left outstanding on inter-company account and repayable by Marston's Estates Limited on the Company's demand.

NOTES

1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and, if applicable, returning it to the Company using one of the following methods

- (c) **By Hand** delivering the signed copy to Anne-Marie Brennan at Marston's House, Brewery Road, Wolverhampton, WV1 4JT
- (d) **Post** returning the signed copy by post to Anne-Marie Brennan, Marston's House, Brewery Road, Wolverhampton, WV1 4JT
- (e) **Fax** faxing the signed copy to 01902329169 marked "For the attention of Anne-Marie Brennan"
- (f) **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to Anne-Marie Brennan@marstons.co.uk Please enter "Written resolutions dated 14 November 2007" in the e-mail subject box

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement

3 Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date

5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document