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CHFP025

COMPANIES FORM No. 155(6)b

**Declaration by the directors
of a holding company in
relation to assistance for the
acquisition of shares****155(6)b**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

57422

NotePlease read the notes
on page 3 before
completing this form.* insert full name
of company

Name of company

* Gibbs Mew Limited (the "Company")

† insert name(s) and
address(es) of all
the directorsx/We ~~are~~ Graham Edward Tuppen, Kingswood House, Pittville Circus Road,
Cheltenham, Gloucestershire, GL52 2PZDavid Colbron George, 4 Prescott Close, Northampton,
Northamptonshire, NN3 5HZ† delete as
appropriate[~~the sole director~~] [all the directors]† of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:§ delete whichever
is inappropriate

The business of this company is:

- (a) ~~that of a recognised bank licensed institution within the meaning of the Banking Act 1979~~
- (b) ~~that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on insurance business in the United Kingdom~~
- (c) something other than the above§

This company is [the] [a] holding company of* Centric Pub Company Limited registered no. 2675249
(the "Subsidiary") which is

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

in [this company] [the holding company of this company]†Presentor's name address and
reference (if any) :CMS Cameron McKenna
Mitre House
160 Aldersgate Street
London
EC1A 4DD
135316 BARBICAN 2
LQC/041041.00181/51494233For official Use
General SectionL02
COMPANIES HOUSE

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0362
16/06/00

The assistance is for the purpose of ~~that acquisition~~ [reducing or discharging a liability incurred for the purpose of that acquisition].† (note 1)

Please do not write in this margin

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

The number and class of the shares acquired or to be acquired is: 13,914,875 Ordinary Shares
and 31,500 Preference Shares

The assistance is to be given to: (note 2) Enterprise Inns plc (registered number 2562808)
whose registered office is Cranmore Avenue, Shirley, Solihull, West Midlands,
B90 4LE ("Enterprise")

The assistance will take the form of:

The execution and delivery of a Security Deed to be made between, inter alia, the Subsidiary (1) Deutsche Bank AG London ("Deutsche Bank" or "Security Trustee") (2) and Enterprise (3) (the "Security Deed") as the same may be amended, varied, supplemented or substituted from time to time

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

† delete as appropriate

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

Under the terms of the Security Deed, the Subsidiary:

- (i) guarantees the payment and discharge by Enterprise and the other Obligors (as defined in the Security Deed) of all of their obligations under the Finance Documents (as defined in the Security Deed);
- (ii) undertakes that whenever Enterprise does not pay any amount due under or in connection with the obligations under the Finance Documents (as defined in the Security Deed), to pay that amount on demand;
- (iii) charges in favour of Deutsche Bank, as Security Trustee, by way of a first floating charge all its undertaking and assets whatsoever and wheresoever both present and future; and
- (iv) agrees to indemnify the Security Trustee on demand against any loss or liability suffered as a consequence of any obligation guaranteed by the Subsidiary becoming unenforceable, invalid or illegal,

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is Nil

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

Please do not
write in this
margin

The date on which the assistance is to be given is within 6 weeks from the date hereof

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

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

* delete either (a) or
(b) as appropriate

(b) ~~It is intended to commence the winding up of this company within 12 months of that date and /we have formed the opinion that this 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 Solihull Birmingham

Declarants to sign below

Day Month Year
on

0	6	0	6	2	0	0	0
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before me S. Seem J. J. Jacobson

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

W. G. G. G. G.
BIRMINGHAM

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:-

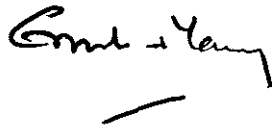
The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

Auditors' report to the directors of Gibbs Mew Limited pursuant to section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of Gibbs Mew Limited ("the Company") dated 6 June 2000 in connection with the proposed arrangement whereby the Company will give financial assistance for the purpose of reducing or discharging a liability incurred in connection with a previous purchase of its own shares by Enterprise Inns plc.

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.



Ernst & Young
Registered Auditor
Birmingham
6 June 2000