

COMPANY NO. 00445797

MANSFIELD BREWERY TRADING LIMITED

(the Company)

WRITTEN MEMBERS' RESOLUTION

In accordance with section 381A of the Companies Act 1985, **WE**, being all the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, **AGREE** that the following resolutions shall have effect as if passed by the Company in general meeting and accordingly **WE RESOLVE**:

Special Resolutions

1. **THAT** the provision by the Company of financial assistance (within the meaning of sections 151 and 152 of the Companies Act 1985) for the reduction or discharge of the liability incurred for the acquisition of shares in Mansfield Brewery Limited be approved with immediate effect.
2. **THAT** the provision by Mansfield Inns Limited, a subsidiary of the Company, of financial assistance (within the meaning of sections 151 and 152 of the Companies Act 1985) for the purpose of the reduction or discharge of the liability incurred for the acquisition of shares in Mansfield Brewery Limited, be approved with immediate effect.

Ordinary Resolutions

1. **THAT** the directors of the Company be and hereby are empowered, authorised and directed to execute the Facility Agreement (as defined in the Appendix hereto) and any other deed, certificate, instrument, notice, consent, request, mandate or other related document as the directors of the Company consider necessary.
2. **THAT** the giving of the guarantee by the Company is in the best interests of the Company's business and the entry into by the Company of the proposed transaction substantially on the terms of the Facility Agreement is to the commercial benefit and advantage of the Company.


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for and on behalf of
Mansfield Brewery Limited

Date: 19 March 2004



Notice to members

A copy of this resolution has been sent to the Company's auditors, PricewaterhouseCoopers, pursuant to s381B Companies Act 1985.


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Director/Secretary

APPENDIX

The draft £420,000,000 facility agreement to be dated on or about 22 March 2004 between Wolverhampton & Dudley Breweries (Trading) Limited (as borrower), The Wolverhampton & Dudley Breweries, Public Limited Company, W&DB (Finance) PLC, W&D PLC, Wolverhampton & Dudley Breweries (Trading) Limited, Marston, Thompson & Evershed Limited, John Marston's Landlords Limited, John Marston's Taverners Limited, Mansfield Brewery Limited, Mansfield Brewery Trading Limited, Sherwood Forest Properties Limited and Mansfield Inns Limited (as original guarantors), Barclays Capital, HSBC Bank Plc, Lloyds TSB Capital Markets and The Royal Bank of Scotland Plc (as arrangers), Barclays Bank PLC (as agent), and Barclays Capital (as Bookrunner and Co-ordinator) (the *Facility Agreement*).