

THE COMPANIES ACT 2006

WRITTEN RESOLUTION

OF

ENGLISH COUNTRY INNS LIMITED

(the "Company")

Circulated on 18 March 2011 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "**Resolution**")

SPECIAL RESOLUTION

THAT pursuant to section 641(1)(a) of the Companies Act 2006, (i) the authorised and issued share capital of the Company be reduced from £6,053,722 to £1 by cancelling and extinguishing 12,107,442 of the Company's issued ordinary shares of £0.50 each registered in the name of Marston's PLC, and (ii) the share premium account in the amount of £5,526,314 be cancelled and extinguished, and (iii) the sum of £11,580,035 be credited to the Company's distributable reserves

AGREEMENT

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

The undersigned, being all the persons entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution



for and on behalf of

Marston's PLC

Date 18 March 2011

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company
- 2 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
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 4 Unless sufficient agreement has been received for the Resolution to be passed before the end of the period of 28 days beginning on the Circulation Date, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before the end of this period

TUESDAY



AVYKTSNV

A22

22/03/2011

97

COMPANIES HOUSE