

NEW PUBCO (MC) LIMITED

(the *Company*)

WRITTEN MEMBER'S RESOLUTION

In accordance with section 381A of the Companies Act 1985 (the *Act*), **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 resolution shall have effect as if passed by the Company in general meeting and accordingly **WE RESOLVE**:

THAT:

1. The entry into by the Company of each of:
 - (a) a deed of accession dated 12 December 2004 with Stout Finance Limited (*Stout*) by which the Company acceded to the terms of (i) an intercompany facility dated 7 December 2004 between Hackremco (No. 2165) Limited (the *Parent*), Barclays Bank PLC (*Barclays*) and Stout (the *Intercompany Facility*); and (ii) a priority deed dated 7 December 2004 between, among others, Stout, Scottish Courage Limited (*Scotco*) and Barclays (the *Priority Deed*); and

- (b) a security agreement dated 12 December 2004 with Barclays by which the Company granted certain security interests to the security agent to secure the performance by the Company of certain of its obligations, including those arising under the Intercompany Facility, a trade loan agreement dated 7 December 2004 between the Parent, and Scotco (the *Trade Loan Agreement*) and the Priority Deed,

is hereby ratified as being in the best interests of the Company.

2. Subject to compliance with sections 155 to 158 (inclusive) of the Act, the entry into by the Company of each of:

- (a) a subordination agreement with New Pubco (TC) Limited, Barclays and the Parent, by which the Company will agree certain terms relating to its ranking as a subordinated creditor of the Parent;
 - (b) a deed of accession with the Parent, by which the Company will agree to become an additional guarantor under, and to be bound by the terms of, the Trade Loan Agreement and the Priority Deed,

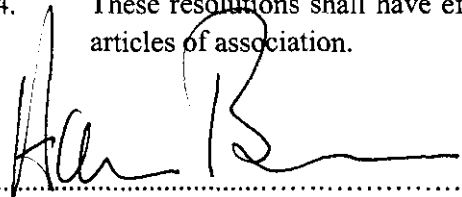
is hereby approved with immediate effect as being in the best interests of the Company, notwithstanding that the Company might be held to be giving financial assistance for the purposes of sections 151 and 152 of the Act

3. Subject to compliance with sections 155 to 158 (inclusive) of the Act, the giving of any financial assistance (within the meaning of section 151 of the Act) by the



Company in connection with any of the documents referred to in resolutions 1 or 2 above is hereby approved with immediate effect.

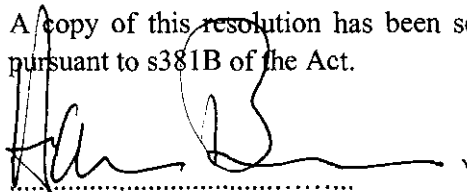
4. These resolutions shall have effect notwithstanding any provision of the Company's articles of association.


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for and on behalf of **New Pubco (TC) Limited**

Date: 11 January 2005

Notice to members

A copy of this resolution has been sent to the Company's auditors, Ernst & Young LLP, pursuant to s381B of the Act.


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Director/Secretary

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

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Ernst & Young LLP
Date: _____ January 2005