

RESOLUTIONS

of

THE HEAVITREE BREWERY PLC

Company No: 30800

As at 25 April 2009, the following Resolutions are in force:

Resolution passed at an Annual General Meeting held on 24 April 2009:

- (A) THAT the Company be hereby authorised to purchase up to an aggregate of 299,204 Ordinary Shares of 5p each and/or 492,371 'A' Limited Voting Ordinary Shares of 5p each in the capital of the Company at a price (exclusive of expenses) which is:
- (a) not more than £15 nor less than 5p per share; and
 - (b) not more than 5% above the arithmetical average of business transacted (as derived from the Daily Official List of The London Stock Exchange) for the ten business days next preceding any such purchase;

AND THAT the authority conferred by this Resolution shall expire on the date of the Company's Annual General Meeting in 2010 (except in relation to the purchase of shares the contract for which was concluded before such date and might be executed wholly or partly after such date).

Resolution passed at an Annual General Meeting held on 6 April 2006:

THAT subject to the consent of the holders of the 11.5% Cumulative Preference Shares of £1 each in the capital of the Company, the borrowing limit applicable under Article 19.2 of the Company's Articles of Association shall henceforth be calculated as if, for the purposes of calculating the Company's "Adjusted Capital and Reserves", the Group's portfolio of public houses appeared in the Company's Accounts at the Directors' open market valuation thereof instead of their historic cost.

Extraordinary Resolution passed at a General Meeting of the holders of the 11.5% Cumulative Preference Shares of £1 each:

THAT sanction be hereby given to the alteration of the Company's borrowing limits proposed to be effected by Resolution [9] to be considered by the Company's Annual General Meeting convened for the same day and place as this Meeting, and to any and all variations and abrogations of the special rights attaching to the 11.5% Cumulative Preference Shares of £1 each in the capital of the Company entailed thereby or consequent thereon.

Special Resolution passed at an Annual General Meeting held on 13 April 2005:

THAT the power conferred upon the directors by Article 3.4 of the Company's Articles of Association (power to allot, or make offers or agreements to allot, equity securities as if Section 89(1) of the Companies Act 1985 did not apply to any such allotment) be hereby renewed for the five-year period ending on the date of the Company's Annual General Meeting in 2010 (or, if earlier, on 12 April 2010) provided that the aggregate nominal amount of equity securities allotted or agreed to be allotted wholly for cash during such period (otherwise than in connection with a rights issue) shall not exceed £13,963.