

## RESOLUTIONS

of

### THE HEAVITREE BREWERY PLC

Company No: 30800

As at 15 April 2010, the following Resolutions are in force:

#### **Resolutions passed at an Annual General Meeting held on 14 April 2010 of which Resolution 3 was passed as a Special Resoution:**

1 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 £5 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 2011 (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).

2 THAT the authority conferred upon the Directors by Article 3.3 of the Company's Articles of Association (authority to allot, and to make offers or agreements to allot, relevant securities) be hereby extended for the five-year period ending on the date of the Company's Annual General Meeting in 2015 (or, if earlier, on 13 April 2015): AND THAT such authority shall for that period relate to relevant securities up to an aggregate nominal amount of £87,953.

3 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 561 of the Companies Act 2006 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 2015 (or, if earlier, on 13 April 2015): 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 £13,192.

**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 held on 6 April 2006:**

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.