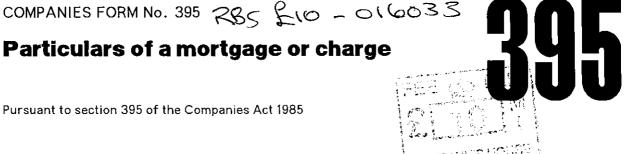


Please do not write in this margin

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

\*BASS HOLDINGS LIMITED (the "Chargor")



Please complete legibly, preferably in black type, or

bold block lettering

insert full name of company

To the Registrar of Companies (Address overleaf)

Name of company

For official use Company number

00025675

Date of creation of the charge

12th October 2000

Description of the instrument (if any) creating or evidencing the charge (note 2)

SHARES PLEDGE (the "Charge")

Amount secured by the mortgage or charge

The Secured Obligations

Names and addresses of the mortgagees or persons entitled to the charge

ABN AMRO BANK N.V., Gustav Mahlerlaan 10, 1082 PP, Amsterdam, The Netherlands, as security

trustee for the Secured Parties (the "Security Agent")

Postcode

Presentor's name address and reference (if any):

Dundas & Wilson CS Saltire Court 20 Castle Terrace **EDINBURGH EHI 2EN** AXW/RGC/SJP/CLI005.0016 For official Use Mortgage Section

COMPANIES HOUSE COMPANIES HOUSE COMPANIES HOUSE 04/11/00 27/10/00

Time critical reference

Short particulars of all the property mortgaged or charged	·
The Charged Portfolio	Please do not write in this margin
	Please complete legibly, preferabl in black type or bold block letterin
Particulars as to commission allowance or discount	
N/A	
Signed 25/10/00	
On behalf of [company] [chargee]*	* delete as appropriate

The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF4 3UZ

These are the definitions applicable to the foregoing Companies House Form 395 by Bass Holdings Limited in relation to a Shares Mortgage created on 12<sup>th</sup> October, 2000:

"Charged Portfolio" means the Shares and Related Assets.

"Facility Agreement" means a Multicurrency Credit Agreement dated 10 June 2000 and made between Interbrew S.A. as parent, Interbrew Belgium N.V. and others as borrowers, Interbrew S.A. and others as initial guarantors, ABN AMRO Bank N.V. as arranger, facility agent and security agent and the Banks as defined therein as amended and restated by an amendment agreement dated 30 June 2000 (as may be further amended, novated, supplemented or varied from time to time).

"Related Assets" means all dividends and other monies payable in respect of the Shares and all other rights, benefits and proceeds in respect of or derived from the Shares (whether by way of redemption, bonus, preference, option, substitution, conversion or otherwise).

"Secured Obligations" means all obligations owing to the Secured Parties or to the Security Agent (whether for its own account or as trustees for the Secured Parties) by the Chargor under or pursuant to the Facility Agreement, whether present or future, actual or contingent (and whether incurred by the Chargor alone or jointly, and whether as principal or surety or in some other capacity).

"Secured Parties" means the Finance Parties as defined in the Facility Agreement.

"Shares" means all of the shares in the share capital of J.G. Thomson & Co. Limited held by, to the order of or on behalf of the Chargor at any time.

Any reference herein to the "Chargor", the "Security Agent", J.G. Thomson & Co. Limited or any other person shall be construed so as to include its and any subsequent successors and permitted transferees in accordance with their respective interests.





## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 00025675

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SHARES PLEDGE, SECURITY OVER J.G. THOMSON & CO. LIMITED SHARES AGREEMENT DATED THE 12th OCTOBER 2000 AND CREATED BY BASS HOLDINGS LIMITED FOR SECURING ALL OBLIGATIONS OWING TO THE SECURED PARTIES OR TO THE SECURITY AGENT (WHETHER FOR ITS OWN ACCOUNT OR AS TRUSTEE FOR THE SECURED PARTIES) BY THE COMPANY UNDER OR PURSUANT TO THE FACILITY AGREEMENT, WHETHER PRESENT OR FUTURE, ACTUAL OR CONTINGENT (AND WHETHER INCURRED BY THE COMPANY ALONE OR JOINTLY, AND WHETHER AS PRINCIPAL OR SURETY OR IN SOME OTHER CAPACITY) (THE "SECURED OBLIGATIONS") WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 27th OCTOBER 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8th NOVEMBER 2000.





