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COMPANIES FORM No. 395

Particulars of a mortgage or charge

RBS £10 - 016031

395

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985



Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf)

For official use Company number

52

00025675

Name of company

* BASS HOLDINGS LIMITED (the "Chargor")

* insert full name
of company

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 EH1 2EN
AXW/RGC/SJP/CLI005.0016

For official Use
Mortgage Section



PMO
COMPANIES HOUSE
COMPANIES HOUSE
COMPANIES HOUSE

MP38T988MK

1822
27 11000
04/11/00
27/10/00

Time critical reference

Short particulars of all the property mortgaged or charged

The Charged Portfolio

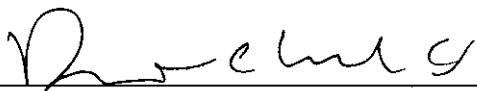
Please do not
write in
this margin

Please complete
legibly, preferably
in black type or
bold block lettering

Particulars as to commission allowance or discount

N/A

Signed



Date

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 12th 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 Tennent Caledonian Breweries 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"**, Tennent Caledonian Breweries 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.



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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 TENNENT CALEDONIAN BREWERIES 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.

DX
JRZ



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E