

Rossendales Limited (Company Number 01501584)

(the "Company")

21 MARCH

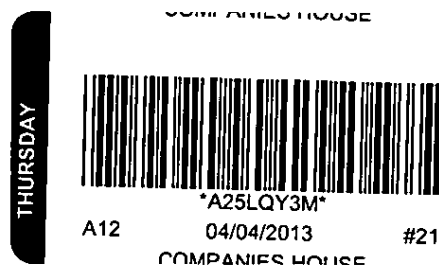
2013 (the "Circulation Date")

WRITTEN RESOLUTION

We, the undersigned, being all the members for the time being of the above named Company entitled to attend and vote at general meetings thereof HEREBY PASS the resolution below as a special resolution (the "**Resolution**") of the Company pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**") and confirm that such Resolution shall be as valid and effectual as if they had been passed at a general meeting of the Company duly convened and held

SPECIAL RESOLUTION

- 1 **THAT** notwithstanding any existing provisions of the articles of association (including all the provisions of its memorandum of association, which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the articles of association) of the Company to the contrary nor any personal interest of any directors of the Company, the Company's execution, delivery and performance of each of the documents listed below be and are hereby approved
- (a) an accession deed to an amendment and restatement agreement to be made between, among others, the Company and Lloyds TSB Bank plc (the "**Bank**"),
 - (b) a facility agreement to be made between, among others, the Company and Quintus European Mezzanine Fund ("**Quintus**"),
 - (c) an intercreditor agreement (the "**Intercreditor Agreement**") proposed to be entered into by, among others, Marston Topco Limited (the "**Parent**"), the Obligors (as defined in the Intercreditor Agreement) including the Company, the Bank, Quintus and the Investors (as defined in the Intercreditor Agreement),
 - (d) a debenture to be entered into between the Company and the Bank,
 - (e) a debenture to be entered into between the Company and Quintus,
 - (f) a deed of priority to be entered into between, amongst others, the Company and Inflexion Private Equity Partners LLP ("**Inflexion**"),
 - (g) a guarantee and security agreement to be entered into between, amongst others, the Company and Inflexion in respect of the Loan Notes E and Loan Notes F (both as defined in the Amendment and Restatement Agreement),



- (h) a guarantee and security agreement to be entered into between, amongst others, the Company and Inflexion in respect of the Loan Notes B (as defined in the Amendment and Restatement Agreement),
- (i) an intra-group loan agreement to be entered into between the Parent and certain of its subsidiaries (including the Company) (as lenders) and the Parent and certain of its subsidiaries (including the Company) (as borrowers),

(together the "**Documents**")

2 **THAT** notwithstanding any personal interest, the board of directors of the Company be and it is hereby specifically authorised, empowered and directed in the name of and on behalf of the Company to

- (a) execute and deliver each of the Documents with such amendments as they shall in their discretion approve, and
- (b) enter into such documentation and take such action as may be required in order to carry out the matters referred to above

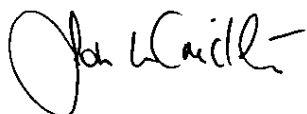
AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, each a person entitled to vote on the above Resolution, hereby irrevocably agree to the Resolution

Rossendales Corporate Limited

Signature



Date

21 March 2013

NOTES

- 1 You can choose to agree to all of the Resolution or none of it but you cannot agree to only some of the Resolution. If you agree to all of the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - (a) **By Hand** delivering the signed copy addressed to the directors of the Company at the Company's registered office
 - (b) **Post** returning the signed copy by post addressed to the directors of the Company at the Company's registered office
- If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply
- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement. You may only vote in favour of the Resolution or withhold your vote in respect of the Resolutions. You may not split your vote
- 3 Unless, by the date falling 28 days from the date of issue, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document