COMPANY NUMBER: 2850597

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION

-of-

THE HOLDERS OF PREFERENCE SHARES OF £1 EACH IN MERCURY TAVERNS PLC

AT A CLASS MEETING of the holders of the Preference Shares of £1 each in the capital of the above named Company ("the Preference Shareholders") duly convened and held at 48 dumbed Street Birms and on 25 per 1996, the following Resolution was passed pursuant to Article 11.2 of the Articles of Association of the Company, viz:

THAT the Preference Shareholders pursuant to Article 11.1 of the Articles of Association of the Company consent to the passing by the Company at the Extraordinary General Meeting of the Company convened for 25 miles 1996 of the Special Resolutions as set out in the Notice convening that Meeting.

CHAIRMAN

A13 *AKPLXL8U* 422 COMPANIES HOUSE 03/05/96