

Company number 02949765

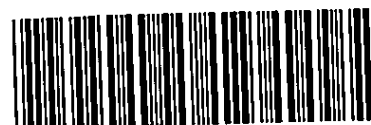
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

HIGH WOOD BREWERY LIMITED (Company)

THURSDAY



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A27

06/08/2009

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COMPANIES HOUSE

26th June

2009

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that:

- resolutions 1 and 2 below are passed as ordinary resolutions (together **Ordinary Resolutions**); and
- resolutions 3, 4 and 5 below are passed as special resolutions (together **Special Resolutions**).

ORDINARY RESOLUTIONS

1. To increase the authorised share capital of the Company by £200,000 by the creation of:
 - (a) 9,680 'A' Ordinary Shares of £1 each ranking pari passu in all respects with the existing 'A' Ordinary Shares of £1 each in the capital of the Company.
 - (b) 7,860 'B' Ordinary Shares of £1 each ranking pari passu in all respects with the existing 'B' Ordinary Shares of £1 each in the capital of the Company.
 - (c) 182,460 8% Cumulative Redeemable Preference Shares of £1 each.
2. To authorise the directors generally and unconditionally for the purposes of section 80 of the Companies Act 1985 (the Act) to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £200,000 provided that this authority is for a period expiring five years from the date of this resolution but the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all subsisting authorities, to the extent unused.

SPECIAL RESOLUTIONS

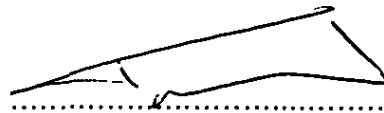
3. THAT the 10,588 'C' Ordinary Shares of £1 each be re-classified as follows:
 - (a) 5,815 'A' Ordinary Shares of £1 each ranking pari passu in all respects with the existing 'A' Ordinary Shares of £1 each in the capital of the Company.
 - (b) 4,773 'B' Ordinary Shares of £1 each ranking pari passu in all respects with the existing 'B' Ordinary Shares of £1 each in the capital of the Company.
4. THAT the directors be and they are empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94(2) to section 94(3A) of the Act) wholly for cash pursuant to the authority conferred by resolution 2 above as if section 89(1) of the Act did not apply to any such allotment and shall expire five years from the date of this resolution, save that the company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.
5. THAT the Company's Memorandum of association be altered by deleting clause 5 and replacing it with the following new clause:

"The Company's share capital is £270,209 divided into £48,448 'A' Ordinary Shares of £1 each, £39,301 'B' Ordinary Shares of £1 each and £182,460 8% Cumulative Preference Shares.

AGREEMENT

The undersigned, persons entitled to vote on the above resolutions on 26th June 2009, hereby irrevocably agree to the Ordinary Resolutions and Special Resolutions:

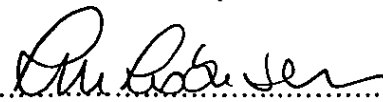
Signed by Thomas Mark Wood



Date

28/2/09

Signed by Richard Martin Robinson



Date

2/3/09

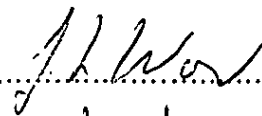
Signed by Neil Andrew Strawson



Date

10/3/09

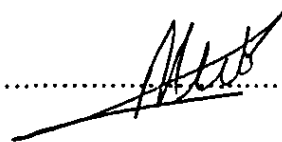
Signed by John Levick Wood



Date

02/03/09

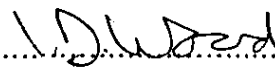
Signed by Paul Anthony Wood



Date

28/2/09

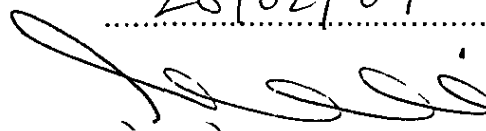
Signed by Ian David Wood



Date

28/02/09

Signed by Simon David Herring



Date

1/3/09

Signed by William Halmshaw



Date

02/03/09