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Company No. 3023704

THE COMPANIES ACT 1985 TO 1989

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION OF

OLD ENGLISH PUB COMPANY PLC

(Passed on 15 June 1998)

At the Annual General Meeting of the above Company duly convened and held on 15 June 1998 the following Resolution was duly passed as an Ordinary Resolution:-

ORDINARY RESOLUTION

7. That to the exclusion and in substitution for any such authority previously conferred upon them and subsisting at the date of this Resolution (save to the extent that the same may already have been exercised and save for the authority conferred by resolution 1 in the notice of Extraordinary General meeting dated 21 May 1999) the directors be and they are hereby authorised generally and unconditionally for the purposes of section 80 of the Companies Act 1985 to allot relevant securities (as defined in Section 80(2) of that Act) up to a maximum aggregate nominal amount equal to either:-
- (i) £2,399,367, if resolution set 1 out in the notice of Extraordinary General Meeting of the Company dated 21 May 1998 is not passed; OR
 - (ii) £3,199,155, if resolution 1 set out in the notice of Extraordinary General Meeting dated 21 May 1998 is passed and either resolution 2 in the notice of Extraordinary General Meeting of the Company dated 21 May 1998 or resolution 6 above is passed;

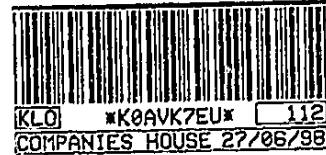
provided that this authority shall expire on 14 June 2003 and provided that such authority shall allow the Company to make an offer or agreement before the expiry of such authority which would or might require the allotment, grant of options over, conversion of any relevant security into or other disposal of shares after the expiry of such authority, and the directors may allot, grant options over, convert any security into or otherwise dispose of shares pursuant to any such offer or agreements as if such authority had not expired.



Director



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Company No. 3023704

THE COMPANIES ACT 1985 TO 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF

OLD ENGLISH PUB COMPANY PLC

(Passed on 15 June 1998)

At the Annual General Meeting of the above Company duly convened and held on 15 June 1998 the following Resolution was duly passed as an Special Resolution:-

SPECIAL RESOLUTION


10. The Directors be and they are hereby empowered, pursuant to Section 95 of the Companies Act 1985, for the period commencing on the date of the passing of the Resolution and expiring at the commencement of the Annual General Meeting of the Company held next after the passing of this Resolution or 15 months after the passing of this Resolution (whichever is the earlier) and at any time thereafter pursuant to any offer, agreement or other arrangement made by the Company before the expiry of this power, to the exclusion of and in substitution for any other such power previously granted to them and substituting at the date of this Resolution (save to the extent that the same may already have been exercised and for any such power granted by statute), to allot, pursuant to the authority conferred by resolution 7 set out in this notice of meeting, and as if Section 89(1) of that Act did not apply to such allotment:
 - (1) equity securities as so defined in Section 94(2) of that Act in connection with an issue by way of rights (including, without limitation, under a rights issue, open offer or similar arrangement) to holders of equity securities (as so defined) in proportion as nearly as may be to their respective holdings of such securities or in accordance with the rights attaching thereto (but with such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements, record dates or other legal or practical problems under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory or as regards shares held by an approved depository or in issue in uncertificated form or otherwise howsoever);
 - (2) any number and amount of equity securities otherwise than pursuant to (1) above up to a maximum aggregate nominal amount equal to either:-
 - (i) £479,873, if Resolution 1 set out in the notice of Extraordinary General Meeting of the Company dated 21 May 1998 is passed; OR

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- (ii) £359,405, if Resolution 1 set out in the notice of Extraordinary General Meeting of the Company dated 21 May 1998 is not passed ;

provided that this authority shall expire at the conclusion of the Company's next Annual General Meeting and provided that such authority shall allow the Company to make an offer or agreement before the expiry of such authority which would or might require the allotment, grant of options over, conversion of any security into or other disposal of shares after the expiry of such authority, and the directors may allot, grant options over, convert an security into or otherwise dispose of shares pursuant to any such offer or agreements as if such authority had not expired.


.....
Director