

THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by shares

RESOLUTION

of

SPIRIT INTERMEDIATE ACQUISITIONS LIMITED

At a Shareholders Meeting of Spirit Intermediate Acquisitions Limited duly convened and held on 28th October 2003 the following resolutions were passed:

RESOLUTIONS

- (A) The Company be and is hereby authorised to approve the terms of all transactions and documentation contemplated by a credit facility agreement to be entered into by the Spirit Amber Parent Limited ("SAPL"), the Original Guarantors, the Mandated Lead Arrangers, the Financial Institutions (as defined therein) and the Royal Bank of Scotland as Facility Agent (the "Credit Facility Agreement"), to facilitate the proposed acquisition by SAPL of (i) the entire issued share capital of Spirit Group Holdings Limited and (ii) the proposed acquisition by Spirit Amber BidCo Limited of Scottish & Newcastle, including but not limited to each of the Finance Documents (as defined in the Credit Facility Agreement) including but not limited to the relevant Security Documents and the Priority Deed; and
- (B) The Company be and is hereby authorised to approve and enter into an accession agreement to the Credit Facility Agreement to become an Additional Obligor under the Credit Facility Agreement, to accede to the Priority Deed (as defined in the Credit Facility Agreement) by executing an accession agreement to the Priority Deed and to execute any necessary Security Documents contemplated by the Credit Facility Agreement.



Chairman of the meeting

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