

Declaration by the directors of a holding company in relation to assistance for the acquisition of shares

Please do not
write in
this margin

Pursuant to section 155(6) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

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05100810

Name of company

*
Nouveaustar Limited

Note
Please read the
notes on page 3
before completing
this form

Insert full name
of company

insert name(s)
and address(es)
of all the directors

We

Derek Andrew, Marston's House, Wolverhampton, West Midlands, WV1 4JT

Alistair William Darby, Marston's House, Wolverhampton, West Midlands, WV1 4JT

Ralph Findlay, Marston's House, Wolverhampton, West Midlands, WV1 4JT

Paul Inglett, Marston's House, Wolverhampton, West Midlands, WV1 4JT

Stephen Oliver, Marston's House, Wolverhampton, West Midlands, WV1 4JT

Delete as
appropriate

~~the sole director~~ [all the directors]† of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that

The business of the company is

Delete whichever
is inappropriate

- (a) ~~that of a recognised bank or licensed institution within the meaning of the Banking Act 1979~~
(b) ~~that of a person authorised under section 8 or 4 of the Insurance Companies Act 1982 to carry on
insurance business in the United Kingdom~~
(c) something other than the above §

The company is ~~the~~ [a] holding company of* Fairdeed Limited (Company Number 4433876) (the *Subco*)

_____ which is
proposing to give financial assistance in connection with the acquisition of shares
in [this company] [_____]

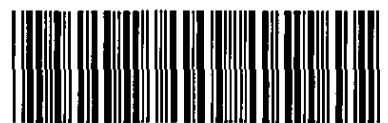
~~the holding company of this company~~ †

Presenter's name address and
reference (if any)

FRESHFIELDS BRUCKHAUS
DERINGER
65 FLEET STREET, LONDON
ENGLAND
UNITED KINGDOM EC4Y 1HS
DX 23 LONDON/CHANCERY
LANE
22/5/07 CHINA JBL/FL

For official Use (02/06)
General Section

THURSDAY



L6MJYQ0K
LD6 31/05/2007 306
COMPANIES HOUSE

The assistance is for the purpose of ~~[that acquisition]~~ [reducing or discharging a liability incurred for the purpose of that acquisition] † (note 1)

Please do not
write in
this margin

Please complete
legibly, preferably
in black type, or
bold block lettering

The number and class of the shares acquired or to be acquired is 61 Ordinary Shares of 100 pence each

The assistance is to be given to (note 2)

Marston's P l c (Company Number 31461)

Marston's House, Wolverhampton, WV1 4JT

The assistance will take the form of

The execution, delivery and performance of the terms of the accession deed to be entered into by the Subco in respect of the Facilities Agreement (as defined below) under which the Subco will grant guarantees and indemnities to each Finance Party (as defined in the Facilities Agreement) (the *Accession Deed*)

The *Facilities Agreement* means the £400,000,000 facilities agreement dated 24 January 2007 and made between, amongst others, Marston's P l c (as borrower) Barclays Capital and HSBC Bank P l c (as mandated lead arrangers) and Barclays Bank PLC (as agent)

The person who ~~[has acquired]~~ ~~[will acquire]~~ † the shares is

Jennings Brothers Limited (Company Number 24795)

† Delete as
appropriate

The principal terms on which the assistance will be given are

See Schedule

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is Nil

The amount of cash to be transferred to the person assisted is £ Nil

The value of any asset to be transferred to the person assisted is £ Nil

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in black type, or
bold block lettering

The date on which the assistance is to be given is 25 May 2007

X/We have formed the opinion, as regards this company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts (note 3)

*Delete either (a) or
(b) as appropriate

(a) X/I/We have formed the opinion that this company will be able to pay its debts as they fall due during the year immediately following that date]* (note 3)

~~(b) X/It is intended to commence the winding-up of this company within 12 months of that date, and X/we have formed the opinion that this company will be able to pay its debts XXX full within 12 months of the commencement of the winding-up.* (note 3)~~

And X/we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Declared at Hudson Sandler
29 Cloth Fair, London
EC1A 7NN
Day Month Year

on

2	5	0	5	2	0	0	7
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before me Ashley Damiral

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths

Ashley Damiral

Declarants to sign below

[Signature]

[Signature]

[Signature]

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given, if a recipient is a company the registered office address should be shown
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985
- 4 The auditor's report required by section 156(4) of the Companies Act 1985 must be annexed to this form

- 5 The address for companies registered in England and Wales or Wales is -

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF14 3UZ
DX 33050 Cardiff

or, for companies registered in Scotland -

The Registrar of Companies
37 Castle Terrace
Edinburgh
EH1 2EB

DX 235 Edinburgh
or LP-4 Edinburgh 2

SCHEDULE

1 Capitalised terms used herein shall have the meaning given to them in the Facilities Agreement

2 By executing the Accession Deed and thereby acceding to the Facilities Agreement, the Company irrevocably and unconditionally and jointly and severally

(a) guarantees to each Finance Party punctual performance by each Borrower of all that Borrower's obligations under the Finance Documents,

(b) undertakes with each Finance Party that whenever a Borrower does not pay any amount due under or in connection with any Finance Document, it shall immediately on demand pay that amount as if it was the principal obligor, and

(c) indemnifies each Finance Party immediately on demand against any cost, loss or liability suffered by that Finance Party if any obligation guaranteed by it is or becomes unenforceable, invalid or illegal. The amount of the cost, loss or liability should be equal to the amount which that Finance Party would otherwise have been entitled to recover

3 For the avoidance of doubt, the guarantee provided by the Company is a continuing guarantee and will extend to the ultimate balance of sums payable by any Obligor under the Finance Documents, regardless of any intermediate payment or discharge in whole or in part

PricewaterhouseCoopers LLP
Cornwall Court
19 Cornwall Street
Birmingham
B3 2DT
Telephone 44 (0) 121 265 5000
Facsimile +44 (0) 121 265 5700

The Directors
Nouveaustar Limited
Marston's House
Wolverhampton
WV1 4JT

25 May 2007

Dear Sirs

Report of the Independent Auditor to the directors of Nouveaustar Limited pursuant to Section 156(4) of the Companies Act 1985

We report on the attached statutory declaration dated 25 May 2007, prepared pursuant to the Companies Act 1985, in connection with the proposal that the company's subsidiary undertaking, Fairdeed Limited, should give financial assistance for the purchase of 61 of the ordinary shares of the company, Nouveaustar Limited. This report, including the opinion, has been prepared for and only for the company and the company's directors in accordance with Section 156 of the Companies Act 1985 and for no other purpose. We do not, in giving the opinion set out below, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

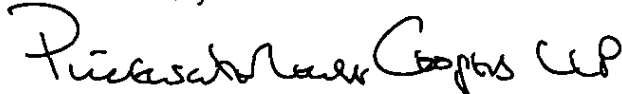
Basis of opinion

We have enquired into the state of the company's affairs in order to review the bases for the statutory declaration.

Opinion

We are not aware of anything to indicate that the opinion expressed by the directors in their statutory declaration as to any of the matters mentioned in Section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully



PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors