

WRITTEN RESOLUTIONS OF NORTH COUNTRY BREWERIES LIMITED

(Company number 48721)

(the "Company")

Circulated on 30 July 2010 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (the "**Resolutions**")

SPECIAL RESOLUTIONS

- 1 **THAT** pursuant to section 641(1)(a) of the Companies Act 2006, (i) the authorised and issued share capital of the Company be reduced from £211,481 to £1 by cancelling and extinguishing all 105,805 of the Company's issued 4 55% Cumulative Preference shares of £1 each and by cancelling and extinguishing 105,675 out of the 105,676 issued ordinary shares of £1 each, and that the total authorised and issued share capital of the Company now be one ordinary share of £1 registered in the name of Mansfield Brewery Limited, and (ii) the sum of £211,480 be credited to the Company's distributable reserves
- 2 **THAT** the memorandum of association of the Company be amended to read as follows
"The authorised share capital of the Company is £1 comprised of 1 ordinary share of £1 "

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions

The undersigned, being all the persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions



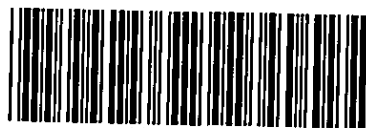
for and on behalf of

Mansfield Brewery Limited

Date 30 July 2010

NOTES

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COMPANIES HOUSE

- 1 You can choose to agree to both of the Resolutions or neither of them but you cannot agree to only one of them. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
- 2 If you do not agree to either of the Resolutions, you do not need to do anything, you will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 Unless sufficient agreement has been received for the Resolutions to be passed before the end of the period of 28 days beginning on the Circulation Date, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.