


Company number
1001181


THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
RECORD OF WRITTEN RESOLUTION
OF
MITCHELLS & BUTLERS LEISURE RETAIL LIMITED

The sole shareholder of the company agreed on 9 October, 2003 that the following be passed:

That the objects of the company be altered by the deletion of the clause 3 of the memorandum of association and the substitution of the clause set out in the document marked 'A' attached to this resolution.


.....
Director

Certified true copy


V PENRICE - SECRETARY

MITCHELLS & BUTLERS LEISURE RETAIL LIMITED

DOCUMENT A

1. The Company's objects are:

- (a) to carry on business as a general commercial company;
- (b) to carry on any trade or business whatsoever;
- (c) to do all such things as are, in the opinion of the directors, incidental or conducive to the carrying on of any trade or business by it which the Company is authorised to carry on;
- (d) to do all such things as the directors consider to be desirable or for the benefit of the Company;
- (e) to borrow or raise money by any method and to obtain any form of credit or finance;
- (f) to secure the payment of any moneys, the discharge of any liabilities and the observance or performance of any kind of obligations by the Company by any charge over the whole or any part of the undertaking or assets of the Company;
- (g) to guarantee in any manner, or to enter into any indemnity or other arrangement in relation to, the discharge of any liabilities or the observance or performance of any kind of obligations of any person and to secure any such guarantee, indemnity or arrangement or the discharge of any liabilities or the observance or performance of any such obligations by any charge over the whole or any part of the undertaking or assets of the Company;
- (h) to give any financial assistance that may lawfully be given in connection with the acquisition of shares in the Company or any other company;
- (i) to dispose of all or any part of the undertaking, assets and liabilities of the Company;
- (j) to provide or arrange for pensions, lump sum payments, gratuities, life, health, accident and other insurances and other benefits (pecuniary or otherwise) of every kind to or for the benefit of any individuals who are or have been directors of, or employed by, or who provide or have provided services to or for, the Company or any body corporate which is or has been a subsidiary, holding company or fellow subsidiary of the Company or otherwise connected with the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary or connected company and to or for the benefit of the present or former spouses, children and other relatives and dependants of such individuals and others who have or formerly had with any such individuals any relationship of such a kind as the directors may approve; and for those purposes to establish or participate in any fund or scheme, to effect or contribute to any form of insurance and to enter into any other arrangements of any kind which the directors may approve;

- (k) to support and subscribe to any institution or association which may be for the benefit of the Company or its directors or employees or connected with any town or place where the Company carries on business, and to support and subscribe to any charitable or public object whatsoever and to make donations to bodies, associations or causes with political objects;
- (l) to act as trustee, personal representative, director or agent of any kind and for any purpose;
- (m) to exercise any power of the Company for any consideration of any kind or for no consideration;

and it is declared that:

- (i) this clause shall be interpreted in the widest and most general manner and without regard to the *eiusdem generis* rule or any other restrictive principle of interpretation;
- (ii) each of the above subclauses shall, unless it expressly provides to the contrary, be deemed to set out a separate, distinct and independent object of the Company and not a power ancillary or incidental to the objects set out in any other subclause;
- (iii) subclauses 1(b) to (m) are without prejudice to the generality of the objects and powers conferred by subclause 1(a) and no subclause shall be in any way limited or restricted by reference to or inference from any other subclause;
- (iv) in this clause:
 - (A) **assets** includes property, rights and interests of every description, whether present or future, actual or contingent and wherever situate and, in the case of the Company, its uncalled capital;
 - (B) **charge** includes any mortgage, pledge, lien or other form of security;
 - (C) **dispose of**, in relation to an asset, includes selling or transferring it or surrendering or extinguishing it, and also creating or granting it or any interest or right out of or in respect of it;
 - (D) **liabilities** includes debts and obligations of every description, whether present or future, actual or contingent; and
 - (E) **person** includes any partnership or other body of persons, whether corporate or unincorporate, and any country, territory, public authority and international organisation.

THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM
OF ASSOCIATION
OF

**MITCHELLS & BUTLERS LEISURE
RETAIL LIMITED**

(INCORPORATING ALL AMENDMENTS TO 9 OCTOBER, 2003)

INCORPORATED ON 29th JANUARY, 1971

NO. 1001181

ALLEN & OVERY

London

Company number
1001181



THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

MITCHELLS & BUTLERS LEISURE RETAIL LIMITED

(Incorporating all amendments to 9 October, 2003)

1. The Company's name is **Mitchells & Butlers Leisure Retail Limited**¹.
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are²:
 - (a) to carry on business as a general commercial company;
 - (b) to carry on any trade or business whatsoever;
 - (c) to do all such things as are, in the opinion of the directors, incidental or conducive to the carrying on of any trade or business by it which the Company is authorised to carry on;
 - (d) to do all such things as the directors consider to be desirable or for the benefit of the Company;
 - (e) to borrow or raise money by any method and to obtain any form of credit or finance;
 - (f) to secure the payment of any moneys, the discharge of any liabilities and the observance or performance of any kind of obligations by the Company by any charge over the whole or any part of the undertaking or assets of the Company;
 - (g) to guarantee in any manner, or to enter into any indemnity or other arrangement in relation to, the discharge of any liabilities or the observance or performance of any kind of obligations of any person and to secure any such guarantee, indemnity or arrangement or the discharge of any liabilities or the observance or performance of any such obligations by any charge over the whole or any part of the undertaking or assets of the Company;
 - (h) to give any financial assistance that may lawfully be given in connection with the acquisition of shares in the Company or any other company;
 - (i) to dispose of all or any part of the undertaking, assets and liabilities of the Company;

¹ The Company was incorporated under the name The Black Pearl Limited and adopted its present name on 27th August, 2003.

² This clause was amended by a written resolution dated [] October 2003.

- (j) to provide or arrange for pensions, lump sum payments, gratuities, life, health, accident and other insurances and other benefits (pecuniary or otherwise) of every kind to or for the benefit of any individuals who are or have been directors of, or employed by, or who provide or have provided services to or for, the Company or any body corporate which is or has been a subsidiary, holding company or fellow subsidiary of the Company or otherwise connected with the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary or connected company and to or for the benefit of the present or former spouses, children and other relatives and dependants of such individuals and others who have or formerly had with any such individuals any relationship of such a kind as the directors may approve; and for those purposes to establish or participate in any fund or scheme, to effect or contribute to any form of insurance and to enter into any other arrangements of any kind which the directors may approve;
- (k) to support and subscribe to any institution or association which may be for the benefit of the Company or its directors or employees or connected with any town or place where the Company carries on business, and to support and subscribe to any charitable or public object whatsoever and to make donations to bodies, associations or causes with political objects;
- (l) to act as trustee, personal representative, director or agent of any kind and for any purpose;
- (m) to exercise any power of the Company for any consideration of any kind or for no consideration;

and it is declared that:

- (i) this clause shall be interpreted in the widest and most general manner and without regard to the *eiusdem generis* rule or any other restrictive principle of interpretation;
- (ii) each of the above subclauses shall, unless it expressly provides to the contrary, be deemed to set out a separate, distinct and independent object of the Company and not a power ancillary or incidental to the objects set out in any other subclause;
- (iii) subclauses 3(b) to (m) are without prejudice to the generality of the objects and powers conferred by subclause 3(a) and no subclause shall be in any way limited or restricted by reference to or inference from any other subclause;
- (iv) in this clause:
 - (A) **assets** includes property, rights and interests of every description, whether present or future, actual or contingent and wherever situate and, in the case of the Company, its uncalled capital;
 - (B) **charge** includes any mortgage, pledge, lien or other form of security;
 - (C) **dispose of**, in relation to an asset, includes selling or transferring it or surrendering or extinguishing it, and also creating or granting it or any interest or right out of or in respect of it;

(D) **liabilities** includes debts and obligations of every description, whether present or future, actual or contingent; and

(E) **person** includes any partnership or other body of persons, whether corporate or unincorporate, and any country, territory, public authority and international organisation.

4. The liability of the members is limited.

5. The Company's share capital is £300 divided into 300 shares of £1 each.

We, the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of this memorandum of association and we respectively agree to take the number of shares in the capital of the company set opposite our respective names.

Signatures, names and addresses of subscribers

**Number of shares taken by
each subscriber**

MICHAEL JOHN HOPE

ONE

30 CITY ROAD

LONDON EC1

BRIAN GOLDSTEIN

ONE

30 CITY ROAD

LONDON EC1

Total shares taken

TWO

Dated