

RESOLUTION OF
MITCHELLS & BUTLERS PLC

PASSED 28 JANUARY 2010

TUESDAY



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LTWJKH60

02/02/2010

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COMPANIES HOUSE

AT an ANNUAL GENERAL MEETING of Mitchells & Butlers plc, duly convened and held on 28 January 2010, the following Special Resolution was duly passed

RESOLUTION

Authority to purchase own shares

That, subject to and in accordance with Article 9 of the Company's Articles of Association, the Company is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of ordinary shares of 813/24p each in the capital of the Company ('ordinary shares') on such terms as the Directors think fit, provided that

- (i) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 40,765,984,
- (ii) the minimum price which may be paid for each ordinary share is 813/24p per share,
- (iii) the maximum price which may be paid for each ordinary share is an amount equal to the higher of
 - (a) 105% of the average of the middle market quotations for an ordinary share, as derived from The London Stock Exchange Daily Official List, for the five business days before the day on which such share is purchased, and
 - (b) that stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003, and
- (iv) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company or on 28 March 2011, whichever is earlier (except in relation to the purchase of ordinary shares the contract for which was concluded before such date and which is executed wholly or partly after such date), unless such authority is renewed prior to such time

B Kennedy
Secretary