

Company Number: 4887979

**PRIVATE COMPANY LIMITED BY SHARES**

**MEMBER'S WRITTEN RESOLUTIONS**

of

Mitchells & Butlers Retail Holdings Limited (the *Company*)

Passed on 16 June 2020

The following resolutions (the *Resolutions*) were passed as written resolutions of the Company under Chapter 2 of Part 13 of the Companies Act 2006.

**1 REMOVAL OF RESTRICTION ON AUTHORISED SHARE CAPITAL (ORDINARY RESOLUTION)**

THAT, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in clause 5 of the memorandum of association of the Company, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted.

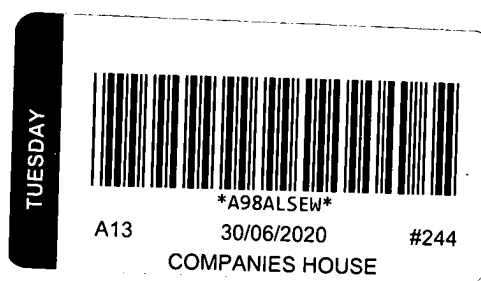
**2 AUTHORITY TO ALLOT (ORDINARY RESOLUTION)**

THAT, in accordance with section 551 of the Companies Act 2006, the Directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £100,000,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on a date five years from the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

**3 DISAPPLICATION OF PRE-EMPTION RIGHTS (SPECIAL RESOLUTION)**

THAT, subject to the passing of resolution 2 and in accordance with section 570 of the Companies Act 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by resolution 2 above, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall:



**3.1** be limited to the allotment of equity securities up to an aggregate nominal amount of £100,000,000; and

**3.2** expire on a date five years from the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

Certified a true copy

  
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**Gregory McMahon**  
Secretary

Date: 16 June 2020