

A PRIVATE COMPANY LIMITED BY SHARES**WRITTEN RESOLUTION****OF****WHITBREAD RESTAURANTS LIMITED**

Company Number: 06190450

(the "Company")

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the undersigned, being the sole member of the Company for the time being entitled to receive notice of, attend and vote at general meetings of the Company, does hereby declare that the following resolution (the "**Resolution**") shall have effect as if passed at a general meeting of the Company duly convened and held. The Resolution shall be passed as a special resolution.

SPECIAL RESOLUTION**WHEREAS**

- (A) We have taken note of the minutes of a meeting of the board of directors of the Company held on 23rd February 2015 (the "**Board Minutes**") Terms used in this Resolution shall, unless otherwise stated, have the same meaning as that given in the Board Minutes
- (B) It is proposed that the Company participate in Project Carousel and therefore pay the Final Dividend to its sole shareholder
- (C) The Board of the Company resolved in the Board Minutes that, amongst other things, the Company enter into, execute, deliver perform and to the extent required approve the Transactions and the Documents to which the Company is a party and any ancillary documents referred to in the Board Minutes

WE HAVE CAREFULLY CONSIDERED:

- (A) the Board Minutes, and
- (B) drafts of the Documents to which the Company is proposed to enter into as a party

WEDNESDAY

L4207H8H

LD5

25/02/2015

#17

COMPANIES HOUSE

WE RESOLVE.

- (A) that it is in the best interests of the Company to participate in the Transactions and approve, enter into or execute the Documents to which the Company is a party,
- (B) that payment of the Final Dividend subject to the occurrence of the preceding steps in the Carousel Steps Paper and the Legal Steps Paper and declared by a director or Authorised Signatory of the Company at the relevant time as set out in the Carousel Steps Paper and the Legal Steps Paper, be and is hereby approved, and
- (C) that the directors of the Company and any Authorised Signatory be and are hereby authorised to take any action or enter into any other documents in connection with the Transactions, including any additions or amendments thereto, to which the Company is a party as they shall deem necessary or appropriate, and to execute, deliver and perform any and all obligations under those documents

This Resolution shall have immediate effect

INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006

- 1 Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution
- 2 The circulation date of the written resolution is 23rd February 2015 (the "**Circulation Date**")
- 3 The procedure for signifying agreement by eligible members to a written resolution is as follows
 - (A) a member signifies his/her/its agreement to a proposed written resolution when the Company receives from him/her/it (or someone acting on his/her/its behalf) an authenticated document –
 - (i) identifying the resolution to which it relates, and
 - (ii) indicating his/her/its agreement to the resolution,
 - (B) the document must be sent to the Company in hard copy form or in electronic form,
 - (C) a member's agreement to a written resolution, once signified, may not be revoked, and
 - (D) a written resolution is passed when the required majority of eligible members have signified their agreement to it
- 4 Generally the period for agreeing to a written resolution before it lapses is the period of 28 days beginning with the Circulation Date (see section 297 Companies Act 2006) However, eligible members should signify their agreement to the written resolution[s] within 15 days of the Circulation Date This is because additional stricter rules apply to a written resolution for reducing share capital Such a resolution will not be effective unless it is supported by a solvency statement made not more than 15 days before the date on which resolution is agreed to (see sections 641(1)(a) and 642(1)(a) Companies Act 2006)

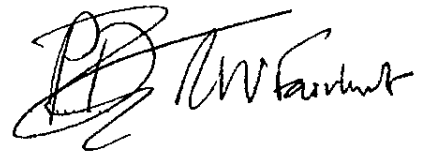
AGREEMENT BY ELIGIBLE MEMBER(S) TO WRITTEN RESOLUTIONS

We, being the sole eligible member of the Company

- 1 confirm that we have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006, and
- 2 hereby resolve and agree that the above resolution be passed as a written resolution pursuant to Section 288 of the Companies Act 2006 and that the resolution shall take effect as a special resolution

Signed by

For and on behalf of **Whitbread Pub Restaurants Business Limited**

A handwritten signature in black ink, appearing to read 'P. D. T. W. Fairclough', written over a horizontal line.

Date 23rd February 2015