

Company Number: 03512367

**THE COMPANIES ACT 2006**

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**PRIVATE COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTIONS**

**OF**

**Punch Taverns Group Limited**

(the “Company”)

Circulated on 9 March 2023 (the “Circulation Date”)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the “Act”), the sole director of the Company proposes that the following resolutions be passed as special resolutions of the Company (the “Resolutions”):

**SPECIAL RESOLUTIONS**

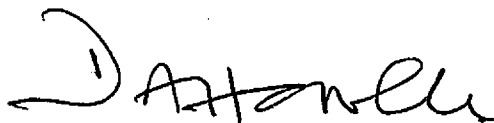
- 1 **THAT**, pursuant to section 641(1)(a) of the Act, cancel and extinguish the entire amount standing to the credit of the share premium account of the Company as at 9 March 2023, being an amount in the aggregate sum of GBP 2,909,105,777.00; and
- 2 **THAT**, pursuant to section 641(1)(a) of the Act, reduce the Company’s issued share capital by GBP 9,711,915.31, from GBP 9,711,916.31, comprising 971,191,631 Ordinary shares of GBP 0.01 each to GBP 1.00, comprising 100 Ordinary shares of GBP 0.01 by cancelling and extinguishing 971,191,531 Ordinary shares of GBP 0.01 each; and
- 3 **THAT**, the amount arising upon the reduction of capital pursuant to resolution numbers 1 and 2 above (i.e. GBP 2,918,817,692.00) be credited to the profit and loss reserves of the Company.

**AGREEMENT**

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

We, the undersigned, being the sole eligible member of the Company, hereby confirm that we have received a copy of the Resolutions in acc

ordance with section 291 of the Act and hereby irrevocably agree that the Resolutions be passed as written resolutions pursuant to section 288 of the Act and shall take effect as special resolutions.



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**Derek Anthony Howell**

for and behalf of

**Punch Taverns (PRAC) Limited**

**Date:** 9 March 2023

#### NOTES

1. Eligible members are the members of the Company who would have been entitled to vote on the Resolutions on the Circulation Date.
2. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only one of them. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
3. If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
4. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
5. Pursuant to section 642 of the Act, the Resolutions must be passed not more than 15 days after the date of the solvency statement relating to the reduction of capital, therefore unless sufficient agreement has been received for the Resolutions to be passed within 15 days after the date of the solvency statement, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.