

THE COMPANIES ACTS 1985 - 1989
PUBLIC COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS
- of -

THE CAPITAL PUB COMPANY PLC

Passed on 10 September 2009

TUESDAY



PC2

"P3GCHDHV"
22/09/2009
COMPANIES HOUSE

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At the Annual General Meeting of the above named Company duly convened and held on the above date, the following Resolutions were duly passed:-

ORDINARY RESOLUTION

7. **THAT** the Directors be and are hereby generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 (and in substitution for any existing authority to allot relevant securities) to allot relevant securities (within the meaning of section 80(2) of that Act) of the Company up to an aggregate nominal amount equal to £8,806,230, provided that this authority shall expire on the date of the Annual General Meeting of the Company to be held in 2010 or, if earlier, the date being 15 months after the passing of this resolution (unless and to the extent that such authority is renewed or extended prior to such date) but so that the Company may before the expiry of such period make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such period and the Directors may allot relevant securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired. This authority shall be in substitution for any previous authorities granted in this regard by the Company.

SPECIAL RESOLUTIONS

8. **THAT** the Directors be and are hereby empowered pursuant to section 95 of the Companies Act 1985 to allot equity securities (within the meaning of section 94 of that Act) of the Company for cash pursuant to the general authority conferred on the Directors pursuant to resolution no. 7 of the notice of Meeting of which this resolution forms part as if section 89(1) of that Act did not apply to such allotment and to sell relevant shares (within the meaning of section 94 of that Act) if, immediately before the sale, such shares are held by the Company as treasury shares (as defined in section 162A of that Act) ("**treasury shares**") for cash as if section 89(1) of that Act did not apply to such sale, provided that this power shall be limited to the allotment of equity securities and the sale of treasury shares:-
- (a) in connection with or pursuant to an offer by way of rights to the holders of ordinary shares and other persons entitled to participate therein in proportion (as nearly as may be) to their respective holdings of ordinary shares, (or, as appropriate, the number of ordinary shares which such other persons are for those purposes deemed to hold), subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory body or any stock exchange in any territory;
 - (b) (other than pursuant to sub-paragraph 8(a) above) up to an aggregate nominal amount of £1,016,545,

and such power shall expire on the date of the Annual General Meeting of the Company to be held in 2010 or, if earlier, the date being 15 months after the passing of this resolution, but so that the

Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold (as the case may be) after such expiry and the Directors may allot equity securities or sell treasury shares (as the case may be) in pursuance of such offer or agreement as if the power conferred hereby had not expired. This power shall be in substitution for any previous powers granted in this regard by the Company.

9. **THAT** the Company be and is hereby generally and unconditionally authorised to make market purchases (as defined by section 163(3) of the Companies Act 1985) on the London Stock Exchange of ordinary shares of 50p each in the capital of the Company ("**ordinary shares**") provided that:-
- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 2,033,090 ordinary shares;
 - (b) the minimum price which shall be paid for the ordinary shares is 1p for each share, and the maximum price (exclusive of expenses) which may be paid for such shares is 5 per cent above the average of the middle market quotations derived from the London Stock Exchange Daily Official List for the 5 business days before the purchase is made;
 - (c) unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2010 or fifteen months after the date of passing of this resolution (whichever is the earlier); and
 - (d) the Company may, before such expiry, make a contract to purchase its own shares under the authority hereby conferred which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of its own shares in pursuance of such a contract.


Director/Secretary