

Company No: 4119367

TUESDAY



**THE COMPANIES ACTS 1985 – 1989**  
**PUBLIC COMPANY LIMITED BY SHARES**  
**ORDINARY AND SPECIAL RESOLUTIONS**

-of-

**THE CAPITAL PUB COMPANY PLC**

**Passed on 11 September 2008**

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

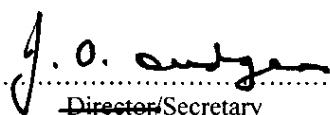
**ORDINARY RESOLUTION**

10. **THAT** the Directors be and they are hereby authorised to:-

- (a) exercise the power given to them by article 37.15 of the Company's articles of association (as from time to time varied) so that, to the extent determined by the Directors, the holders of ordinary shares in the Company (other than the Company itself, to the extent that it is such a holder by virtue only of its holding any shares as treasury shares) be permitted to elect to receive new ordinary shares of 50p each in the capital of the Company, credited as fully paid, instead of cash in respect of the whole or part of any dividend (including any interim dividend) paid by the Directors or declared by the Company in general meeting (as the case may be) during the period commencing on 11 September 2008 and ending on the date of the Annual General meeting of the Company to be held in 2013, to the extent that the Directors decide, at their discretion, to offer a scrip dividend alternative in respect of any such dividend; and
- (b) capitalise an amount equal to the nominal amount of additional ordinary shares of 50p each in the Company falling to be allotted pursuant to elections made as aforesaid out of the amount standing to the credit of such reserve account of the Company (including any share premium account or capital redemption reserve and/or profit and loss account) as the Directors may determine and to apply such sum in paying up in full such ordinary shares in the Company and to allot such ordinary shares to the shareholders of the Company validly making such elections in accordance with their respective entitlements.

**SPECIAL RESOLUTION**

11. **THAT** the amendments to the articles of association of the Company, a copy of the amended draft of which is produced to the Meeting and initialled by the Chairman of the Meeting for identification purposes (which amendments are summarised in Appendix IV of the document sent to shareholders of the Company dated 25 July 2008 which included the notice convening this Meeting), be and they are hereby approved.

  
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~~Director~~/Secretary