

COMPANY NO. 00694853

MITCHELLS & BUTLERS TRUST FUNDS LIMITED
(the *Company*)

Private Company Limited by Shares

WRITTEN RESOLUTION OF THE COMPANY

Circulation Date 24 March 2017 (the *Circulation Date*)

The directors of the Company propose that the following special resolution (the *Resolution*) be passed as a written resolution of the Company under Chapter 2 of Part 13 of the Companies Act 2006 (the *Act*), and that the Resolution shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTION

That, in accordance with section 21 of the Act, the Model Articles for Private Companies Limited by Shares, as set out in Schedule 1 to the Companies (Model Articles) Regulations 2008 (the *Model Articles*), be adopted as the Company's articles of association in substitution for, and to the exclusion of, the Company's existing articles of association (including all provisions treated as provisions of the Company's articles of association by virtue of section 28 of the Companies Act 2006 or paragraph 42 of Schedule 2 of the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008).

AGREEMENT TO THE RESOLUTION

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

We, the undersigned, being all the members of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution.



.....
Martin John Gosling



.....
Andrew Jones

Date: 24 March 2017



NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - (a) **By Hand:** delivering the signed copy to Denise Burton at the following address: Mitchells & Butlers plc, 73-77 Euston Road, London, NW1 2QS;
 - (b) **Post:** returning the signed copy by post to Denise Burton at the following address: Mitchells & Butlers plc, 73-77 Euston Road, London, NW1 2QS; or
 - (c) **Email:** by attaching a scanned copy of the signed document to an e-mail and sending it to denise.burton@mbplc.com.
2. If you do not agree to the Resolution, you do not need to do anything; you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless, by the date that is 28 days from the Circulation Date of this Resolution, sufficient agreement has been received for the resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before this date.
5. If you are signing this Resolution on behalf of a person under a power of attorney or other authority, please provide a copy of the relevant power of attorney or authority when delivering this Resolution.