

Company Number: 03731253

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

PUNCH (IB) LIMITED

(the “**Company**”)

Circulated on 1 February 2023 (the “**Circulation Date**”)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the “**Act**”), the directors of the Company propose that resolution 1 be passed as a special resolution and resolutions 2 and 3 be passed as ordinary resolutions, each a “**Resolution**” and together, the “**Resolutions**”:

SPECIAL RESOLUTION

1. “**THAT**, the articles of association attached to these Resolutions be and hereby are approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.”

ORDINARY RESOLUTION

2. “**THAT**, subject to the passing of Resolution 1, Edward Michael Bashforth and Stephen Peter Dando be and hereby are removed as directors of the Company.
3. “**THAT**, subject to the passing of Resolutions 1 and 2, Derek Anthony Howell be and hereby is appointed as director of the Company.

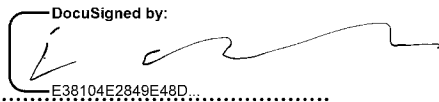
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Punch Taverns
PS74.1
Shareholder resolution

AGREEMENT

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

We, the undersigned, being the eligible members of the Company, confirm that we have received a copy of the Resolutions in accordance with section 291 of the Act and irrevocably agree that the Resolutions be passed as written resolutions pursuant to section 288 of the Act, and that the Resolutions shall take effect as a special resolution and ordinary resolutions respectively.

DocuSigned by:

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Edward Michael Bashforth
for and on behalf of

VAL Seagull Bidco Limited

Dated: 1 February 2023

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company. You can choose to agree to all of the Resolutions or none of them.
2. 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.
3. Once you have indicated your agreement to the Resolutions you may not revoke your agreement.
4. Unless sufficient agreement has been received for the Resolutions to be passed before the end of the period of 28 days beginning on the Circulation Date it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company before the end of this period.