

Company Number 5073303

**THE COMPANIES ACT 2006**

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**PRIVATE COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTIONS  
OF  
GREENE KING NEIGHBOURHOOD ESTATE PUBS LIMITED  
(the "Company")**

Circulated on 3 May 2015 (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 are unanimously passed as special resolutions (the "Resolutions")

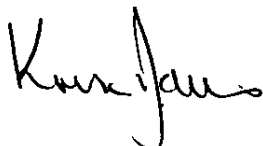
**SPECIAL RESOLUTIONS**

- 1 "THAT, pursuant to Section 641(1)(a) of the Act, 10,000,000 Ordinary shares of £1 00 each in the capital of the Company be cancelled and extinguished,
- 2 THAT, pursuant to Section 641(1)(a) of the Act, the share premium account of the Company in the amount of £396,655,275 00 be cancelled and extinguished, and
- 3 THAT the amounts arising from the reduction pursuant to resolutions 1 and 2 above 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

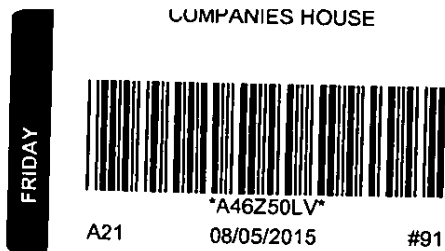
The undersigned, being the sole shareholder entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions



for and on behalf of

**G.K. HOLDINGS NO.1 LIMITED**

Dated 3 May 2015



## NOTES

- 1 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 with all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
- 2 If you do not agree to any of 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 Pursuant to section 642 of the Act, the Resolutions must be passed within 15 days of the date of the solvency statement relating to the reduction of capital (such date being 3 May 2015), 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.