

Company No. 5847940

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF ADMIRAL TAVERNS (MAX) LIMITED (Company)**

Pursuant to section 288 of the Companies Act 2006 (CA 2006) we, the undersigned, being all the eligible members (as defined by section 289 CA 2006) of the Company, signify agreement to and pass the following resolutions of the Company

ORDINARY RESOLUTIONS

- 1 That the provisions and performance of the obligations set out in the documents listed in the appendix to this Written Resolution (**Documents**), which the Company is proposing to enter into in connection with the financing arrangements to be entered into with Ares Capital Europe II Holdings S à r l (**ACE2**), Ares UK CSF Holdings S à r l (**AUKCSF**), Ares CSF III Luxembourg S à r l (**ACSF3**) and BAWAG P S K Bank für Arbeit und Wirtschaft und Österreichische Postsparkasse Aktiengesellschaft (**BAWAG**) be and are hereby approved (copies of the Documents having been supplied to the members of the Company and the Company's auditors prior to the signing of this Written Resolution), (subject to such changes as the Company's directors, in their absolute discretion, think fit)
- 2 That, notwithstanding any provisions of the Company's memorandum and articles of association or any personal interest of any of the Company's directors, the Company's directors and/or secretary be and are hereby authorised and directed to execute, deliver and perform the obligations set out in the Documents and give or execute any or all notices, communications or other documents on behalf of the Company pursuant to or in connection with the Documents (in such manner and subject to such changes as the Company's directors, in their absolute discretion, think fit (such opinion being evidenced by the execution of such document))

SPECIAL RESOLUTION

That the Articles of Association of the Company be altered by the insertion of the following Article after the current final Article

"Lien on Shares

Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution or, which are transferred in accordance with the provisions of these Articles "

Signature



Director

Admiral Taverns Bidco Limited

Date

26/6/13

SATURDAY



A27 20/07/2013 #76
COMPANIES HOUSE

EXPLANATORY STATEMENT TO MEMBERS

(This explanatory statement is not part of any proposed written resolution)

- 1 This document is proposed by the board of directors of the Company
- 2 This document is sent to members on 26/6 2013 (**Circulation Date**)
- 3 "Eligible members" are the members who are entitled to vote on the resolution on the Circulation Date
- 4 If you wish to signify agreement to this document please follow the procedure below
 - (a) you (or someone acting on your behalf) must sign, print your name beneath and date this document,
 - (b) if someone else is signing this document on your behalf under a power of attorney or other authority, please send a certified copy of the relevant power of attorney or authority when returning this document,
 - (c) please return the document to Addleshaw Goddard LLP
 - (i) at 100 Barbirolli Square, Manchester, M2 3AB, or
 - (ii) by faxing this document to +44 (0)161 934 6060 marked "for the attention of Natalie Edwards", or
 - (iii) by scanning this document, attaching it to an email and sending it to natalie.edwards@addleshawgoddard.com
- 5 To be valid, this document must be received no later than 24/7 2013
- 6 If this document is not received by this time your vote will not count Unless sufficient eligible members sign and return this document by that deadline, the proposed written resolution will lapse
- 7 Please note that it is not possible to withdraw your consent once this document, signed by you or on your behalf, has been duly received

The Appendix

Documents

- 1 A facilities agreement between AT Brit Bidco Limited (as the Borrower), the companies (including the Company) listed as Original Guarantors, ACE2, AUKCSF, ACSF3 and BAWAG (as Mandate Lead Arrangers), the financial institutions listed as Original Lenders, Elavon Financial Services Limited (as Agent) and U S Bank Trustees Limited as Security Agent (**Facilities Agreement**)
- 2 An intercreditor deed to be entered into between AT Brit Bidco (as the Borrower), the Debtors (as defined therein), U S Bank Trustees Limited as Security Agent, Elavon Financial Services Limited as Agent, the Lenders, the Arranger, the Hedge Counterparties, the Investor and the Intra-Group Lenders (as defined therein)
- 3 A debenture granted by AT Brit Bidco Limited and certain of its subsidiaries (including the Company) in favour of U S Bank Trustees Limited