

# Notice of Annual General Meeting 2016

To be held at  
Mitchells & Butlers plc, Retail Support Centre,  
27 Fleet Street, Birmingham B3 1JP on  
Thursday 28 January 2016 at 2.00pm

**This document is important and requires your immediate attention**

If you are in any doubt about its content or the action you should take, you should consult your stockbroker, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000. If you have sold or transferred all your shares in Mitchells & Butlers plc, please pass this document and the accompanying Form of Proxy to the stockbroker or other agent through whom you made the sale or transfer for transmission on to the purchaser or transferee.

A Form of Proxy for the Annual General Meeting is enclosed and should be completed and returned so as to reach Equiniti (the Company's Registrar) by no later than 2.00pm on Tuesday 26 January 2016. Completion and return of the Form of Proxy will not prevent you from attending and voting at the Meeting in person, should you so wish. Alternatively you can register your proxy vote electronically no later than 2.00pm on Tuesday 26 January 2016, either by means of a website provided by Equiniti, [www.sharevote.co.uk](http://www.sharevote.co.uk), or by using the service provided by Euroclear. Further details are given in the notes to this document.

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# Chairman's letter and explanation of business

## Dear shareholder

This letter provides details of the 2016 Annual General Meeting (the 'Meeting' or 'AGM') of Mitchells & Butlers plc which I am pleased to invite you to attend. The AGM will be held at Mitchells & Butlers plc's Retail Support Centre in Birmingham on Thursday 28 January 2016 at 2.00pm. The formal notice of the Meeting is set out on page 5 (the 'Notice'). Tea and coffee will be available from 1.30pm onwards and after the Meeting. A location map is provided on the reverse of the accompanying Form of Proxy.

If you would like to vote on the resolutions in the Notice but cannot attend the Meeting, please complete the Form of Proxy sent to you with the Notice and return it to Equiniti (the Company's Registrar) as soon as possible. Equiniti must receive it by 2.00pm on Tuesday 26 January 2016. Alternatively, you can vote online at [www.sharevote.co.uk](http://www.sharevote.co.uk) no later than 2.00pm on Tuesday 26 January 2016.

The Directors consider that all the resolutions to be put to the Meeting are in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company for the benefit of members as a whole. The Directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own shares. If you have any questions regarding the AGM business please contact Equiniti by phone on 0371 384 2065. Lines are open 8.30am to 5.30pm (UK time), Monday to Friday, excluding public holidays in England & Wales. Non-UK callers should dial +44 121 415 7088.

Shareholders approved the Company's remuneration policy at the AGM in 2015 for a period of three years from the date of that meeting. As that vote, which is binding on the Company, remains in force until 2018, there is no requirement for shareholders to approve a remuneration policy this year.

The Remuneration Policy is contained within the Remuneration Report section of the Annual Report on pages 52 to 69.

As in former years the formal business at the AGM will be decided by way of a poll. We believe that this is a fair and democratic way to vote and means that shareholders who attend the meeting, as well as those who are not able to attend but have sent us proxy forms, may have their votes taken into account according to the number of shares they hold. It embraces the principle of one vote for every share held.

## Communication online

You can view the 2015 Annual Report at [www.mbplc.com/investors/annualreport/](http://www.mbplc.com/investors/annualreport/). If you wish to receive notice of future general meetings and other notifications online, please register at [www.mbplc.com/investors/shareholderinformation/communicationssignup/](http://www.mbplc.com/investors/shareholderinformation/communicationssignup/), or contact Equiniti at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.

Certain items of business are explained below.

## Resolution 2 – Annual Report on Remuneration

Shareholders are given the opportunity by law to vote on whether or not they approve the Annual Report on Directors' Remuneration (the 'Remuneration Report'). This together with the annual statement by the Chair of the Remuneration Committee forms the Annual Report on Remuneration and can be found on pages 62 to 69 (inclusive) of the Annual Report and Accounts. This vote is advisory only. Payments made or promised to Directors will not have to be repaid, reduced or withheld in the event that the resolution is not passed. This vote will be in respect of the content of the Remuneration Report and is not specific to any Director's level or terms of remuneration. The Company's auditor, Deloitte LLP, has audited those parts of the Remuneration Report that are required to be audited.

Copies of the Company's Annual Report 2015 have been sent to shareholders who have elected to receive them and are available from Equiniti or from the website: [www.mbplc.com/investors/annualreport/](http://www.mbplc.com/investors/annualreport/)

## Resolution 3 – Dividend

The Board proposes a final dividend of 5p per share for the year ended 26 September 2015. If approved, the recommended final dividend will be paid on 9 February 2016 to all shareholders who are on the register of members on 4 December 2015.

## Resolutions 4 to 12 – Election and re-election of Directors

In accordance with the Company's Articles of Association and in line with provision B.7.1 of the UK Corporate Governance Code, all Directors will stand for election or re-election respectively. Following an externally facilitated review of the Board's effectiveness, which looked at, amongst other matters, the way in which the Board as a whole discharges its responsibilities and functions and the contribution of individual directors to the Board and, where appropriate, its committees, the Board considers that the performance of each Board member continues to be effective and demonstrates the commitment required to continue in their present roles, and accordingly supports each Board member's election or re-election respectively. Further details of the externally facilitated review can be located on page 48 of the Annual Report. Biographical details of all Board Directors can be found on page 37 of the Annual Report and on the Company's website.

## Resolutions 13 and 14 – Reappointment of auditor and the auditor's remuneration

The auditor of the Company must be submitted for reappointment at each general meeting at which the accounts are laid. Resolution 13 proposes the reappointment of the Company's existing auditor for a further year. Resolution 14 gives authority to the Directors to determine the auditor's remuneration.

## Resolution 15 – Political donations

Part 14 of the Companies Act 2006 prohibits the Company and its subsidiaries from making political donations or from incurring political expenditure in respect of a political party or other political organisation or an independent election candidate unless authorised by the Company's shareholders. Aggregate donations made by the Group of £5,000 or less in any 12 month period will not be caught.

Neither the Company nor any of its subsidiaries has any intention of making any political donation or incurring any political expenditure. However, the Companies Act 2006 defines 'political party', 'political organisation', 'political donation' and 'political expenditure' widely. For example, bodies, such as those concerned with policy review and law reform or with the representation of the business community or sections of it, which the Company and/or its subsidiaries may see benefit in supporting, may be included in these definitions.

Accordingly, the Company wishes to ensure that neither it nor its subsidiaries inadvertently commit any breaches of the Companies Act 2006 through the undertaking of routine activities, which would not normally be considered to result in the making of political donations and political expenditure being incurred.

As permitted under the Companies Act 2006, the resolution extends not only to the Company but also covers all companies which are subsidiaries of the Company at any time the authority is in place.

The resolution authorises the Company and its subsidiaries to:

- (a) make political donations to political parties or independent election candidates not exceeding £50,000 in total;
- (b) make political donations to political organisations other than political parties not exceeding £50,000 in total; and
- (c) incur political expenditure not exceeding £50,000 in total,

provided that the aggregate amount of any such donations and expenditure shall not exceed £50,000 in the period up to the Company's Annual General Meeting in 2017, as defined in the Companies Act 2006.

As required by the Companies Act 2006, the resolution is in general terms and does not purport to authorise particular donations.

#### **Resolution 16 – Notice period for meetings**

Under the Shareholders' Rights Regulations the notice period for general meetings of a company (other than annual general meetings) is 21 clear days unless certain requirements are satisfied. The Company has met the requirements and accordingly resolution 16 is proposed to allow the Company to continue to call general meetings on 14 clear days' notice. The Directors believe it is in the best interests of the shareholders of the Company to preserve the shorter notice period and accordingly are putting this resolution to the Meeting. It is intended that this flexibility will only be used for non-routine business and where merited in the interests of shareholders as a whole. The approval will be effective until the Company's Annual General Meeting in 2017, when it is expected that a similar resolution will be proposed. It should also be noted that in order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders.

Yours faithfully

**Bob Ivell**

Chairman

17 December 2015

#### **Adoption of Financial Reporting Standard (FRS) 101 – Reduced Disclosure Framework**

Following the publication of FRS 100 'Application of Financial Reporting Requirements' by the Financial Reporting Council, Mitchells & Butlers plc is required to change its accounting framework for its Company financial statements, which is currently UK GAAP, for its financial period commencing 27 September 2015. The Board considers that it is in the best interests of the Group for Mitchells & Butlers plc to adopt FRS 101 'Reduced Disclosure Framework'. No disclosures in the current UK GAAP financial statements would be omitted on adoption of FRS 101.

A shareholder or shareholders holding in aggregate 5% or more of the total allotted shares in Mitchells & Butlers plc may object to the use of the disclosure exemptions by writing to the Company Secretary at the registered office, 27 Fleet Street, Birmingham B3 1JP, not later than 27 January 2016.

## Board biographies

Biographies of the Directors seeking election/re-election are on page 37 of the Annual Report.

# Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Mitchells & Butlers plc will be held at Mitchells & Butlers plc's Retail Support Centre, 27 Fleet Street, Birmingham B3 1JP on Thursday 28 January 2016 at 2.00pm, or at any adjournment thereof, for the following purposes:

## Resolutions

To consider and, if thought fit, to pass the following resolutions, of which numbers 1 to 15 will be proposed as Ordinary Resolutions and number 16 as a Special Resolution.

### Ordinary Resolutions

- 1 To receive the Company's accounts for the year ended 26 September 2015, together with the reports of the Directors and the auditor.
- 2 To approve the Annual Report on Remuneration for the year ended 26 September 2015.
- 3 To declare a final dividend of 5p per ordinary share.
- 4 To elect Philip Urban as a Director of the Company.
- 5 To elect Josh Levy as a Director of the Company.
- 6 To re-elect Stewart Gilliland as a Director of the Company.
- 7 To re-elect Eddie Irwin as a Director of the Company.
- 8 To re-elect Bob Ivell as a Director of the Company.
- 9 To re-elect Tim Jones as a Director of the Company.
- 10 To re-elect Ron Robson as a Director of the Company.
- 11 To re-elect Colin Rutherford as a Director of the Company.
- 12 To re-elect Imelda Walsh as a Director of the Company.
- 13 To reappoint Deloitte LLP as auditor of the Company until the next general meeting at which accounts are to be laid.
- 14 To authorise the Board to agree the auditor's remuneration.
- 15 To authorise the making of political donations on the terms set out in the notes to the resolution in the Chairman's letter.

### Special Resolution

#### 16 Notice period for Meetings

To consider and, if thought fit, to pass the following as a Special Resolution: THAT

A general meeting of the Company other than an Annual General Meeting of the Company, may be called on not less than 14 clear days' notice.

By order of the Board

### Greg McMahon

Company Secretary and General Counsel

17 December 2015

Registered Office:  
27 Fleet Street  
Birmingham B3 1JP

## Explanatory notes

The following notes explain your general rights as a shareholder and your rights to attend and vote at the AGM or to appoint someone else to vote on your behalf.

- 1 Only holders of ordinary shares, or their duly appointed representatives, are entitled to attend, vote and speak at the Meeting. A member so entitled may appoint (a) proxy(ies), who need not be (a) member(s), to attend, vote and speak on his/her behalf.
- 2 A three way Form of Proxy is enclosed and instructions for its use are shown on the form. The appointment of a proxy will not prevent a member from subsequently attending, voting and speaking at the Meeting in person.
- 3 If you wish, you may register the appointment of a proxy for the Meeting electronically, by contacting the Company's Registrar's website [www.sharevote.co.uk](http://www.sharevote.co.uk) where full details of the procedure are given. The proxy appointment and instructions must be received by Equiniti not less than 48 hours before the time for holding the Meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the Meeting or adjourned meeting) for the taking of the poll at which it is to be used.
- 4 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service should follow the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) not less than 48 hours before the time for holding the Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed (a) voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The CREST Manual can be reviewed at [www.euroclear.com](http://www.euroclear.com)

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

- 5 At the Meeting on 28 January 2016 the votes will be taken by a poll rather than a show of hands and the results will be released to the London Stock Exchange and published on the Company's website [www.mbplc.com](http://www.mbplc.com). Poll cards will be issued upon registration to those attending the Meeting.
- 6 A person to whom this Notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
- 7 The statement of the rights of members in relation to the appointment of proxies in paragraphs 1 to 4 above does not apply to a Nominated Person. The rights described in those paragraphs can only be exercised by registered members of the Company.
- 8 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of the same powers as the corporation could exercise if it were an individual member provided that they do not do so in relation to the same shares.
- 9 Copies of contracts of service, letters of appointment and deeds of indemnity between the Directors and the Company or any of its subsidiaries (or a memorandum of the terms thereof) will be available at the Registered Office of the Company during normal business hours until the conclusion of the Meeting, and at the Meeting from at least 15 minutes prior to the Meeting until its conclusion.
- 10 The Company specifies that only those shareholders on the Register of Members as at 6.00pm on 26 January 2016 (or, if the Meeting is adjourned, 6.00pm on the day two days prior to the day of the adjourned meeting) shall be entitled to attend in person or by proxy and vote at the Meeting in respect of the number of shares registered in their names at the time. Changes to entries on the ordinary register after 6.00pm on 26 January 2016 shall be disregarded in determining the right of any person to attend or vote at the Meeting. If you are planning to attend the Meeting, please bring your attendance card with you. It authenticates your right to attend, speak and vote at the Meeting and will speed your admission.
- 11 All shareholders and their proxies will have the opportunity to ask questions at the Meeting. When invited by the Chairman, if you wish to ask a question, please wait for a Company representative to bring you a microphone. It would be helpful if you could state your name before you ask your question. Questions may not be answered at the Meeting if they are deemed not to be in the interests of the Company, would involve the disclosure of confidential information, or would not be to the good order of the Meeting. The Chairman may also nominate a Company representative to answer a specific question after the Meeting or refer the response to the Company's website.
- 12 A copy of this Notice, and other information required by Section 311A of the Companies Act 2006 can be found at [www.mbplc.com](http://www.mbplc.com)
- 13 As at 16 December 2015 (being the last business day prior to the publication of this Notice) the Company's issued share capital consisted of 413,224,061 ordinary shares. No shares are held in treasury. The total number of voting rights in the Company as at 16 December 2015 was 413,224,061.

- 14 Shareholders are advised that, unless otherwise stated, any telephone number, website and email address set out in this Notice of Meeting, Form of Proxy, or Chairman's letter should not be used for the purpose of serving information on the Company (including the service of documents or information relating to the proceedings at the Meeting).
- 15 Shareholders should note that it is possible that, pursuant to requests made by shareholders of the Company under Section 527 of the Companies Act 2006, the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are to be laid before the AGM or (ii) any circumstance connected with an Auditor of the Company appointed for the financial year ceasing to hold office since the previous meeting at which annual accounts and reports were laid. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 (requirements as to website availability) of the Companies Act 2006. Where the Company is required to place a statement on the website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's Auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.

**If you would like to register in advance any question you may have for the AGM, you can do so at [www.mbplc.com/agm2016qs](http://www.mbplc.com/agm2016qs)**

**Mitchells & Butlers plc**

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