

FINANCIAL INFORMATION COMPLIANCE CERTIFICATE

MITCHELLS & BUTLERS RETAIL LIMITED

To: HSBC Trustee (C.I.) Limited (as Borrower Security Trustee and Trustee)
HSBC Global Investor Services (Ireland) Limited (as Irish Paying Agent)
HSBC Bank plc (as Principal Paying Agent)
Ambac Assurance UK Limited
Standard & Poor's Rating Services
Fitch Ratings Limited
Moody's Investors Service Limited

Date: 22 May 2014

Dear Sirs,

We refer to a facility agreement (the "**Issuer/Borrower Facility Agreement**") dated 13 November 2003, amended and restated on 15 September 2006, and made between, *inter alios*, the Initial Borrower and the Borrower Security Trustee.

Terms defined in Schedule 1 (*Master Definitions Schedule*) of a master framework agreement (the "**Master Framework Agreement**") dated 13 November 2003, amended and restated on 15 September 2006, and made between, *inter alios*, the Issuer and the Borrower Security Trustee shall bear the same meaning herein.

We confirm on behalf of the Initial Borrower (on behalf of itself and each other Borrower and, in respect of paragraphs 3 and 4 below, on behalf of itself and each other Chargor) (without any personal liability) that:

1. the amount of all outstanding Financial Indebtedness of the Borrowers as at the end of the Semi-Annual Period (12 April 2014) was £2,474 m;
2. that all Financial Indebtedness referred to in paragraph 1 above is Permitted Financial Indebtedness;
3. as at the date hereof, there has been no waiver of any covenant given by the Chargors; and
4. as at the date hereof, no Loan Event of Default or Potential Loan Event of Default has occurred.

Signed:


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Director


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Director

of **Mitchells & Butlers Retail Limited**