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22 February 2021

MITCHELLS & BUTLERS PLC
LEI no: 213800JHYNDNB1NS2W10

**Open Offer to raise up to £351 million
Notice of General Meeting**

Following the announcement on 15 February 2021, the Board of Mitchells & Butlers plc (the “**Company**” and, together with its subsidiaries, “**Mitchells & Butlers**” or the “**Group**”), today announces an underwritten fully pre-emptive open offer (the “**Open Offer**”) to raise up to £351 million.

Background to the Open Offer

- The Group’s liquidity position has deteriorated significantly as a result of the impact of the COVID-19 pandemic and the Open Offer is critical for the continued operation of the Group and its immediate financial stability
- An Open Offer of up to £351 million provides the Company with the capital to reduce its unsecured debt and to support the Group’s secured debt financing through an injection of equity, allowing the Group to meet its fixed obligations
- It will also enable the resumption of investment in the Group’s estate to maintain its competitive position, providing the financial stability and strength to emerge from the crisis, allowing previous momentum to be regained

- On 14 February 2021, the Company reached agreement with its relationship banks for a new £150 million 3 year unsecured revolving credit facility (the “**Refinancing**”). The facility under the Refinancing is conditional on completion of the Open Offer
- Additionally, on 14 February 2021 an agreement was reached on a number of amendments and waivers (the “**2021 WBS Amendments and Waivers**”) with Ambac Assurance UK Limited as controlling creditor and HSBC Trustee (C.I.) Limited as trustee and borrower security trustee in respect of certain potential breaches under its secured debt financing arising as a result of the ongoing impact of COVID and the measures taken to stem the spread of the virus. In the event that the Open Offer is not completed, such Amendments and Waivers may be withdrawn
- Pursuant to the Open Offer, the Company is proposing to offer New Shares to all Qualifying Shareholders at a price of 210 pence per share on the basis of 7 New Shares for every 18 Existing Shares
- As announced on 15 February 2021, Piedmont Inc., Elpida Group Limited and Smoothfield Holding Ltd. have been acquired by Odyzean Limited and as such are now wholly owned subsidiaries of Odyzean (collectively the “**Odyzean Group**”). As a result, the Odyzean Group held approximately 55 per cent. of the Company’s issued share capital as at 19 February 2021
- The Odyzean Group has entered into an irrevocable undertaking with the Company to take up its entitlements under the Open Offer and to subscribe for any additional shares that become available through, and are allocated to it under, the Excess Application Facility. The Open Offer is therefore fully underwritten
- The Open Offer is conditional upon shareholder approval

Morgan Stanley & Co. International plc (“**Morgan Stanley**”) is acting as Financial Adviser, Global Co-ordinator, Joint Bookrunner, Corporate Broker and Sponsor, alongside N. M. Rothschild & Sons Limited (“**Rothschild & Co**”) as Financial Adviser to the Company. HSBC Bank plc (“**HSBC**”) and Banco Santander, S.A. (“**Santander**”) are acting as Joint Bookrunners.

Capitalised terms not otherwise defined in this announcement shall have the meaning set out in the Appendix to this announcement.

All documents relating to the Open Offer and the details of a conference call at 8.30am this morning can be found at www.mbplc.com/investors/capitalraise.

The person responsible for arranging for the release of this announcement on behalf of Mitchells & Butlers is Greg McMahan.

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Background to the Open Offer

2020 saw Mitchells & Butlers face the most challenging year in its history from an operational perspective. The impact of the COVID-19 pandemic has resulted in multiple periods of total closure of the restaurant, pub and bar estates in the United Kingdom and Germany and varying degrees of restrictions during the periods since March 2020 where only limited trading has been possible.

The Group's liquidity position has deteriorated significantly as a result of these closures and restrictions and the Open Offer is critical for the continued operation of the Group and its immediate financial stability. To provide the Group with a strong and stable financial base, the Group has agreed the 2021 WBS Amendments and Waivers with Ambac and the Trustee with respect to the WBS financing, and the New Debt Package with its Lenders, both of which are

contingent on the successful completion of the Open Offer. The absence of these new arrangements will result in events of default under the Existing Facilities and the Issuer/Borrower Facility Agreement (which will occur on 10 April 2021 with respect to the Existing Facilities and, with respect to the Issuer/Borrower Facility, would be expected to occur on 30 April 2021 (being the date on which Ambac and the Trustee may withdraw their consents to the 2021 WBS Amendments and Waivers in the event that the Open Offer has not been completed by then)).

The successful completion of the Open Offer will allow the Group to avoid these events of default. The Open Offer will also allow the Group to take advantage of the previous operational progress gained in the context of a potentially weakened hospitality sector in order to win market share and to continue with its long-term strategy of creating value for shareholders by reducing the Group's level of debt as a proportion of the total value of the Group's business.

Reasons for the Open Offer

The Directors unanimously agree that the Open Offer is critical for the continued operation and financial stability of the Group, including the WBS Group, and for managing the business through the current pandemic and, ultimately, to deliver long-term, sustainable growth to Shareholders.

The effect of the COVID-19 pandemic on trading has had a significant adverse impact on the financial position of the business. Prolonged periods of closure have caused a drain on cash resources, and the cumulative effect of three lockdowns in England over the past year is significant. Even where the Group's sites have been allowed to open, social distancing restrictions have had a material impact on sales, with tier 2 and 3 sites experiencing sales declines for sites when open in FY21, of 35.8 per cent. from 14 October to the close of 4 November 2020, approaching the point at which profit generation becomes marginal. During December 2020, more than 90 per cent. of the estate was closed over the important festive season, one of the most profitable times of the year for the Group and other businesses in the hospitality sector, and currently the Group is facing a further prolonged period of closure with no certainty on an end date. Uncertainty remains over the restrictions which will be in place when restaurants, pubs and bars are permitted to reopen, and it is expected that trading levels for the remainder of this year will be lower than pre-COVID levels. When substantially closed, the Group's cashflows are cash negative thereby depleting its cash resources. While the Group benefits from UK Government support measures (such as relief from business rates and the Coronavirus Job Retention Scheme), these may not be extended and are not sufficient to cover the Group's current costs. The Group had a cash balance of £113 million as at 16 January 2021. Agreement has been reached with the trustee of the Group pension funds to delay monthly contributions from January to March 2021, inclusive, with these becoming due in April 2021. Taking this into account, from 1 January 2021 through to the date of this announcement, during which time the Group's estate has been fully closed, cash burn was estimated to be between £30 million and £35 million per four-week period. In addition, the Group has securitised debt servicing costs of £51 million per quarter (comprising interest and amortisation) as well as £13 million of deferred pensions payments in regard to January, February and March 2021. The Group may also look to acquire suitable restaurants, pubs and bars which come to market.

In addition, the consequence of the financial impact of COVID-19 has been an increase in unsecured debt. As at 28 September 2019 the Group had unsecured committed bank facilities

totalling £150 million, of which nil was drawn. Prior to the first national lockdown in March 2020, the full £150 million was drawn on 16 March 2020. Subsequently an additional £100 million was raised through the UK Government backed CLBILS on 11 June 2020. Since 5 January 2021 the full amount of £250 million has been drawn. This increase in unsecured debt is not sustainable in the long-term, particularly given further uncertainty that lies ahead. Capital expenditure has also been suspended from March 2020 due to the pandemic, which is also not sustainable as investment is crucial to maintaining the competitiveness and condition of the estate. As described above, the Group also agreed the 2021 WBS Amendments and Waivers with Ambac and the Trustee with respect to the WBS financing, and the New Debt Package with its Lenders, both of which are contingent on the successful completion of the Open Offer.

The Directors carefully considered the best time to launch an Open Offer. At the beginning of the crisis, during initial closure, short-term agreements with Ambac and the Trustee, together with additional liquidity from the Group's unsecured lenders were obtained so that the severity of the impact could be assessed. Three prolonged periods of closure of various lengths have now been endured, and the end to the current lockdown is uncertain putting pressure on the Group's liquidity position. There is a need for additional liquidity in order to meet the Group's immediate debt service obligations and to obtain the 2021 WBS Amendments and Waivers and the New Debt Package and thus avoid events of default under the Group's Existing Facilities and the Issuer/Borrower Facility Agreement (which will occur on 10 April 2021 with respect to the Existing Facilities and, with respect the Issuer/Borrower Facility, would be expected to occur on 30 April 2021 (being the date on which Ambac and the Trustee may withdraw their consents to the 2021 WBS Amendments and Waivers in the event that the Open Offer has not been completed by then)).

A key consideration has also been the quantum of the proposed Open Offer. In addition to providing the ability to meet its fixed costs and to enable the resumption of investment in the estate, the Directors considered a number of different scenarios and assumptions and the impact these might have on the Group's financial position. These included the length of the current lockdown, potential future lockdowns, the impact of ongoing social distancing measures, the strength of any possible recovery, and the likelihood of any further restrictions. Taking these into consideration, the Directors believe that an Open Offer to raise gross proceeds of £351 million would provide the Group with the optimum capital structure to support the business through the current pandemic, and, going forward, deliver its strategy.

The Directors have carefully considered the timing of the Open Offer and believe that the quantum of the Open Offer will be sufficient to meet the needs of the business and is a prudent and sensible approach to address the current liquidity constraints, to support the balance sheet and to position the Group to emerge from this pandemic in a stronger financial position.

Future arrangements with the Odyzean Group

As a result of the establishment of Odyzean Limited, 55 per cent. of the Company's Shares are owned and controlled by the Odyzean Group. The Odyzean Group has communicated to the Company that it is fully supportive of the Group's management team, which has re-established the business as a sector leader with a strong focus and direction. The Odyzean Group has indicated that, in order to streamline decision-making, it intends to review the composition of the Board, which may result in fewer independent Non-Executive Directors and less focus on compliance with the UK Corporate Governance Code recommendations in the future. In particular, the Odyzean Group has indicated that it will disregard specific corporate governance

expectations around tenure and that it expects the Board to focus on retaining and acquiring skillsets amongst the independent Non-Executive Directors that are required to optimise the development of the business going forward. The Odyzean Group has also indicated that the time and cost devoted by the senior management team to public company matters should be reduced.

The Odyzean Group has said that it intends to work with the management team to ensure the strategy and structure of the business are appropriate to optimise its long-term success. The Odyzean Group believes the long-term success of the Company would be beneficial to all stakeholders, including its approximately 40,000 employees and its suppliers, lenders and shareholders. The Odyzean Group believes that this review could include consideration of the speed and nature of the existing Ignite investment programme and opportunities for acquisitions and partnerships. In order to support these initiatives, the Company may in the medium term (at least 12 months after the date of this announcement) need to raise additional capital through the issue of new shares.

Prior to the formation of the Odyzean Group, the shareholder representatives of Piedmont Inc. and Elpida Group Limited confirmed their support for the Group's proposed remuneration policy. The Odyzean Group subsequently confirmed that it will continue to support the proposed remuneration policy, but has indicated that it intends to work with the Board to ensure the remuneration structure for all levels of the management team remains fully aligned with both the strategy of the business and shareholder value maximisation over the long-term. Any changes to the current remuneration structure, if proposed, may run counter to listed company norms and benchmarking. The Odyzean Group has, however, confirmed that there are no immediate plans to propose or implement arrangements which are not consistent with the proposed remuneration policy.

In addition, the Odyzean Group has indicated that it will support a focus on reinvesting any surplus cash in the Group's businesses and therefore would prefer the Company to prioritise debt repayment and investment in the Group's businesses over the payment of dividends for the foreseeable future.

As a result of the Odyzean Group holding over 30 per cent. of the Company's shares, the Odyzean Group is considered to be a controlling shareholder for the purposes of the Listing Rules. The Company has requested that the Odyzean Group enters into a relationship agreement with the Company in compliance with the Listing Rules, which the Company has six months to put in place from the time at which the Odyzean Group became a controlling shareholder. A relationship agreement requires a controlling shareholder to: (a) only enter into transactions and arrangements with the company on an arm's length basis and on normal commercial terms; (b) ensure it and its associates do not take any action which would prevent the company from complying with its obligations under the Listing Rules; and (c) not propose, and ensure its associates do not propose, any shareholder resolution which is intended to circumvent the proper application of the Listing Rules. If the Odyzean Group does not enter into a relationship agreement with the Company during such six month period, the Company will be required to disclose this in its annual report and any transactions entered into between the Company and members of the Odyzean Group will not be subject to certain exemptions from the related party rules set out in the Listing Rules. The Company would expect such enhanced oversight measures to apply until a relationship agreement was entered into. The Company may need to consider a transfer of its listing category from a premium listing to a standard listing if a relationship agreement that satisfies the Listing Rules is not entered into

with Odyzean Limited, and potentially its owners, within six months of them having become controlling shareholders. If the Company moved to a standard listing this may have adverse consequences for the Company and its shareholders, such as exclusion from certain of the FTSE indices for listed shares.

Further, as a result of the Odyzean Group holding over 50 per cent. of the Company's issued share capital, it may acquire further interests in the Company without being required to make a mandatory offer for the remaining Shares pursuant to Rule 9 of the Takeover Code.

If there is any change of control of Odyzean after the initial formation of Odyzean which results in a change of control of the Company, there would be a termination right for the lenders under the New RCF Agreement.

Use of Proceeds

The Open Offer is expected to raise up to £351 million in gross proceeds and up to approximately £340 million in net proceeds.

An Open Offer of up to £351 million provides the Company with the capital to reduce its unsecured debt and to support the WBS financing through an injection of equity, allowing the Group to meet its fixed obligations and also enabling the resumption of investment in the estate to maintain the competitive position. The Open Offer is intended to provide the Group with the financial stability and strength to emerge from the crisis, allowing previous momentum to be regained.

The Company intends to use the net proceeds of the Open Offer for:

- Repayment of £100 million in debt in connection with the refinancing of the Existing Facilities;
- Full repayment of £150 million under the RCF Agreements (offset in full by £150 million made available under the New RCF Agreement);
- Paying overdue rental payments of £28 million and deferred VAT of £30 million;
- Making an equity injection into the WBS Group in order to enable the WBS Group to repay an anticipated £60 million of debt to be incurred under the WBS' Liquidity Facility as at March 2021, with full repayment of the drawn amount to be settled no later than December 2021;
- Making deferred pension payments of £13 million in respect of each of January, February and March 2021; and
- The general funding of the business going forward including cash payments in advance of the estate resuming trade and the future purchase of sites which come to market if there is sufficient funding to do so.

The New Debt Package

The Company has agreed the terms of the New Debt Package which, when taken together with the Open Offer, will be sufficient to refinance £200 million of the Group's existing debt, being all of the Group's existing unsecured debt facilities save for the Santander CLBILS of £50 million which may remain outstanding (the "**Refinanced Facilities**"). The Existing Facilities all mature on 31 December 2021. As at the date of this announcement, the Existing Facilities are all fully drawn.

The New Debt Package is conditional upon completion of the Open Offer, which itself is contingent on the passing of all the Resolutions. Consequently, if any of the Resolutions relating to the Open Offer are not approved and the Open Offer is not completed successfully, the New Debt Package will lapse and cease to be available to the Company. The New Debt Package is not, however, conditional on the 2021 WBS Amendments and Waivers set out below (and there would be no default under the New Debt Package in relation to the WBS Group, including if the 2021 WBS Amendments and Waivers were not in place).

Failure to complete the New Debt Package would mean that the Group would breach a number of financial covenants in the Existing Facilities on 10 April 2021. The minimum liquidity headroom in the Existing Facilities as at the end of each four-week accounting period would need to be maintained. The next four test dates are 13 March 2021, 10 April 2021, 8 May 2021 and 5 June 2021. The minimum liquidity headroom required by the Existing Facilities is £30 million as at 13 March 2021 and £25 million as at 10 April 2021 and at the end of each four-week accounting period thereafter. The Company expects that it would not meet this requirement for the first time on 10 April 2021 with a shortfall of £32 million. The minimum liquidity covenant under each of the Existing Facilities has been waived from launch of the Open Offer until the earliest of six weeks after such launch, receipt of proceeds from the Open Offer and 31 May 2021. At the end of the waiver period, the Company must ensure that the minimum liquidity covenant was met at the previous test dates. The remaining financial covenants do not apply until the test date on 10 April 2021. At that date, the relevant test would be in respect of the ratio of the EBITDAR of members of the Unsecured Group to net rent payable plus interest, for each of the two preceding quarterly testing dates. The Company would fail this test on that date, with an EBITDAR shortfall of £53 million. Such breaches would constitute events of default under the Existing Facilities entitling the Lenders to declare all amounts outstanding under the Existing Facilities (approximately £250 million as at 19 February 2021) as immediately due and payable, and to take enforcement action against the Group.

The Directors do not expect the Group to have sufficient funds available to repay the expected amounts due in such circumstances. In the absence of being able to agree or implement successfully any of the alternatives arrangements considered below, enforcement action by the Lenders (by way of accelerating their loans insolvency proceedings) would likely result in Shareholders losing all or a substantial part of the value of their investment in the Company.

If the Open Offer does not proceed, the Company would put in place an action plan to seek to avoid the possibility of enforcement action by the Lenders. The Directors expect that the Company would seek to obtain waivers, amendments and/or standstills, although the Lenders have given no indication that such waivers, amendments and/or standstills would be forthcoming.

The Directors expect that the Company would also ask the Lenders to further amend the Existing Facilities to allow additional funding to be made available to the Group (either by the

Lenders or by alternative finance providers) and/or seek alternative financing. The Directors believe that such amendments would only be agreed to by the Lenders, if at all, at a significant cost to the Group in the form of additional fees payable to the Lenders, increased interest payments and/or additional restrictions on, or commitments to engage in, corporate actions (such as the restriction of payment of dividends to Shareholders, acquisitions and disposals), which would adversely affect or delay implementation of the Company's strategies.

The Directors are not confident that additional financing would be achievable, nor that the Lenders would be willing to continue to support the business in these circumstances and, therefore, the most likely outcome would be that the Shareholders would lose all or a substantial part of the value of their investments in the Company as a result of the enforcement action taken by the Lenders.

Furthermore, in light of the undertaking provided by the Company under the 2021 WBS Amendments and Waivers to provide funding to the Borrower by way of additional equity in an amount at least equal to the amounts drawn under the Liquidity Facility, in the event that the Open Offer or the New Debt Package is not completed successfully, the Company would have insufficient funds available to provide such funding to the WBS Group. In such circumstances, Ambac and the Trustee will have the right to withdraw their respective consents to any amendments and waivers effected by the 2021 WBS Amendments and Waivers, the consequences of which are detailed below.

2021 WBS Amendments and Waivers

In addition to the unsecured financing arrangements of the Group described above, the Borrower established, in November 2003, the WBS pursuant to which the Issuer was established to issue secured notes, the proceeds of which were on-lent to the Borrower under the Issuer/Borrower Facility Agreement which imposes certain covenants on the Borrower and the WBS Group. The Borrower must dedicate a portion of the cash flow (which amounted to £197 million in FY19, the last full year prior to the COVID-19 pandemic) generated from the restaurants, pubs and bars owned by the WBS Group to service its debt obligations under the Issuer/Borrower Facility Agreement which the Issuer then uses to make payments in respect of the issued notes.

As a result of the impact of the COVID-19 pandemic and the various measures taken by the Government and the devolved administrations in the United Kingdom to stem the spread of the pandemic, requiring closure of, or restriction on operations and/or capacity within the WBS Estate since March 2020, the WBS Group has been unable to comply with a number of the covenants set out in the Issuer/Borrower Facility Agreement. In June 2020, Ambac and the Trustee granted the 2020 WBS Amendments and Waivers, including waivers of non-payment events of default arising as a result of failure by the Borrower to pay its full debt service to the Issuer for the loan payment dates in June 2020 up to and including December 2020 and a waiver of the requirement to comply fully with the Debt Service Covenant up to and including April 2021. However, given the continuing impact of the COVID-19 pandemic and the ongoing measures requiring closures of, and restrictions on operations within, the WBS Estate, the Borrower requires extensions to, and further modifications in respect of, the 2020 WBS Amendments and Waivers so as to address further breaches of the Issuer/Borrower Facility Agreement which will occur upon the expiry of the 2020 WBS Amendments and Waivers.

Under the terms of the 2021 WBS Amendments and Waivers, a number of the amendments/waivers apply with effect from 14 February 2021 (including amendments in relation to a 30-day suspension of business provision (effective as of 31 December 2020) and the waivers and amendments in relation to the failure by the WBS Group to pay in full the debt service over the next three quarters), whilst a number of other amendments and waivers thereunder will only come into effect upon receipt by the Company of the proceeds of the Open Offer (including amendments in relation to the debt service coverage ratio covenant, facilitating disposals of properties by the WBS Group and lifting a restriction on making acquisitions). To the extent that the Open Offer is not completed successfully by 30 April 2021, Ambac and the Trustee will be entitled to withdraw their respective consents to those amendments and waivers which came into effect on 14 February 2021, and the balance of the amendments and waivers under the 2021 WBS Amendments and Waivers would not come into effect at all.

Whilst the New Debt Package is not conditional on the 2021 WBS Amendments and Waiver, the 2021 WBS Amendments and Waivers (other than the amendments/waivers which apply with effect from 14 February 2021) are conditional upon entry by the Company into the New Debt Package and applying the New Debt Package to refinance the Existing Facilities other than the Santander CLBILS. Failure to satisfy this condition by 30 April 2021 will also entitle Ambac and the Trustee to withdraw their respective consents to the waivers in effect under the 2021 WBS Amendments and Waivers by 30 April 2021.

The absence and/or withdrawal of the 2021 WBS Amendments and Waivers would mean that the Borrower would immediately be in breach of a number of provisions of the Issuer/Borrower Facility Agreement with effect from such date of withdrawal. In particular, the waiver of the note payment date of 15 March 2021 and the waiver that allows for the deferral of the repayment of £9 million drawn on the Liquidity Facility and a further £50.7 million drawing in March 2021 would, following such withdrawal, be ineffective and the Group does not expect that the WBS Group would have sufficient funds to repay these amounts should they become immediately due and payable. In addition, under the 2020 WBS Amendments and Waivers, the WBS financial covenants are currently fully waived until the test date at the end of July 2021. At that date, the relevant test would be in respect of the free cashflow to debt service for the preceding two quarters. In the absence of the 2021 WBS Amendments and Waivers, the test would be failed at that date, with an estimated free cashflow shortfall of £122 million. Such breaches would constitute events of default under the Issuer/Borrower Facility Agreement entitling Ambac to instruct the Trustee to declare the principal amount outstanding (£1,580 million as at 19 February 2021) and all other sums payable under the Issuer/Borrower Facility Agreement to be immediately due and repayable. In the event that all amounts outstanding under the Issuer/Borrower Facility Agreement were declared immediately due and repayable, certain other amounts may also become due and payable including, for example, termination amounts in respect of the related hedging arrangements (the mark-to-market value of which is currently around £250 million).

The Directors do not expect the WBS Group to have sufficient funds available to repay the expected amounts outstanding under the Issuer/Borrower Facility Agreement if they become due and payable. In the absence of being able to raise other debt in order to repay the amounts due under the Issuer/Borrower Facility Agreement, it would be open to Ambac and the Trustee to take enforcement action with respect to the Borrower Security (comprising the assets of the WBS Estate), including a sale of the WBS Group and/or the WBS Estate as a whole or piecemeal. Enforcement action by Ambac and the Trustee (by way of a sale of the WBS Group

or otherwise) would be likely to result in Shareholders losing all or a substantial part of the value of their investment in the Company.

If the Open Offer does not proceed, the Company and the Borrower would put in place an action plan to seek to avoid the possibility of enforcement action by the Trustee and Ambac, in light of the expected event of default on all of its financing arrangements. The Directors expect that the Company and the Borrower would seek to obtain waivers, amendments and/or standstills, although Ambac and the Trustee have given no indication that such waivers, amendments and/or standstills would be forthcoming.

If the Open Offer does not proceed, the Directors expect that the Group would also look to obtain alternative financing so as to give Ambac and the Trustee comfort that the WBS Group will have sufficient financial support to be able to continue to run its business and service its debt obligations under the Issuer/Borrower Facility Agreement, such that Ambac and the Trustee agree not to take enforcement action with respect to the Borrower Security. To date, Ambac and the Trustee have given no indication that their consent would be forthcoming if the Open Offer is not completed. The Directors believe that such consent would only be provided by Ambac and the Trustee at significant cost to the Group in the form of additional fees payable to Ambac and possibly other secured creditors of the WBS Group and/or additional restrictions on, or commitments to engage in, corporate actions (such as the restriction of payment of dividends by the WBS Group to the wider Group, acquisitions and disposals), each of which would adversely affect or delay implementation of the Group's strategies and may ultimately be unsustainable.

It should be noted that even if the Open Offer is completed successfully and the requisite portion of the proceeds thereof are put into the WBS Group, the WBS Group will still need the 2021 WBS Amendments and Waivers in respect of the breach the debt service coverage ratio covenant and certain other covenants because such covenants will not be cured by the amount of equity which will be put into the WBS Group. As set out in the Prospectus, compliance with such covenants will only be possible once the WBS Estate is able to reopen and trade sufficiently so as to generate enough revenue, which is why the 2021 WBS Amendments and Waivers in respect of the relevant covenants are permitted to apply up to until January 2023.

In addition, the Odyzean Group has entered into an irrevocable undertaking with the Company to vote in favour of the Resolutions to be proposed at the General Meeting and to subscribe for its pro rata entitlement under the Open Offer and to subscribe for any Excess Shares made available and allocated to it through the Excess Application Facility. However, if the Odyzean Group should fail to subscribe for any New Shares, including Excess Shares that are made available and allocated to it under the Excess Application Facility, the Global Coordinator will be entitled to terminate the obligations of the Underwriters under the Underwriting Agreement. If the Underwriting Agreement is terminated, the Open Offer will not be successfully completed, as a result of which the New Debt Package will lapse and cease to be available to the Company and Ambac and the Trustee would be entitled to withdraw their respective consents to the waivers in effect under the 2021 WBS Amendments and Waivers by 30 April 2021. This would result in events of default under the Existing Facilities and the Issuer/Borrower Facility Agreement (which will occur on 10 April 2021 with respect to the Existing Facilities and, with respect the Issuer/ Borrower Facility, would be expected to occur on 30 April 2021 (being the date on which Ambac and the Trustee may withdraw their consents to the 2021 WBS Amendments and Waivers in the event that the Open Offer has not been

completed by then)). These events of default would be likely to result in Shareholders losing all or a substantial part of the value of their investment in the Company.

Conclusion

The Directors believe that the Open Offer is critical to avoiding events of default under the Existing Facilities and the Issuer/Borrower Facility Agreement (which will occur on 10 April 2021 with respect to the Existing Facilities and, with respect the Issuer/Borrower Facility, would be expected to occur on 30 April 2021 (being the date on which Ambac and the Trustee may withdraw their consents to the 2021 WBS Amendments and Waivers in the event that the Open Offer has not been completed by then)), and therefore for the continued operation and financial stability of the Group (including the WBS Group) and, in addition, that (i) the New Debt Package represents a favourable option in respect of the refinancing of the Company's Existing Facilities and (ii) the 2021 WBS Amendments and Waivers are essential in order to prevent a breach of certain provisions of the WBS financing which would put the WBS Group, and the assets of the WBS Estate, at risk of being subject to enforcement action.

For these reasons, it is essential that Shareholders vote in favour of the Resolutions, as the Directors consider the Open Offer to be a critical transaction for the Company and to be the best transaction available to the Company, its Shareholders and its stakeholders as a whole in the current circumstances.

The Company expects to publish a combined prospectus and circular in connection with the Open Offer (the "Prospectus") at www.mbplc.com/investors/capitalraise later today which will be sent to Shareholders on 23 February 2021, in order to convene the General Meeting. Full details of the Open Offer will be included in the Prospectus.

The Prospectus will be submitted to the National Storage Mechanism and will shortly be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

An indicative timetable for the Open Offer is set out below. The times and dates set out in the indicative timetable and mentioned throughout this announcement are times and dates in London and may be adjusted by the Company.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Record Date for entitlements under the Open Offer	6.00 p.m. on 17 February 2021
Announcement of the Open Offer and publication of the Prospectus	22 February 2021
Ex-entitlement date for the Open Offer	8.00 a.m. on 22 February 2021
Posting of the Prospectus, which contains the notice of General Meeting, the Form of Proxy, and the Application Forms (to Qualifying non-CREST Shareholders only)	23 February 2021

Publication of notice of the Open Offer in the London Gazette	23 February 2021
Open Offer Entitlements and Excess Open Offer Entitlements enabled in CREST and credited to stock accounts of Qualifying CREST Shareholders in CREST	As soon as practicable after 8.00 a.m. on 24 February 2021
Recommended latest time for requesting withdrawal of Open Offer Entitlements from CREST	4:30 p.m. on 4 March 2021
Latest time and date for depositing Open Offer Entitlements into CREST	3.00 p.m. on 5 March 2021
Latest time and date for splitting of Application Forms (to satisfy <i>bona fide</i> market claims only)	3.00 p.m. on 8 March 2021
Latest time and date for electronic proxy appointments, receipt of Form of Proxy or submission of CREST Proxy Instructions	10.00 a.m. on 9 March 2021
Latest time and date for receipt of completed Application Forms and payment in full under the Open Offer or settlement of relevant CREST instructions (as appropriate)	11.00 a.m. on 10 March 2021
Announcement of the results of the Open Offer through a Regulatory Information Service	7.00 a.m. on 11 March 2021
General Meeting	10.00 a.m. on 11 March 2021
Results of General Meeting announced through a Regulatory Information Service	11 March 2021
Admission of, and dealings in New Shares commence on the London Stock Exchange	8.00 a.m. on 12 March 2021
CREST members' accounts credited in respect of New Shares in uncertificated form	As soon as practicable after 8.00 a.m. on 12 March 2021
Expected despatch of definitive share certificates for New Shares in certificated form	Within 14 days of Admission

Terms of the Open Offer

The Directors have given careful consideration as to how to structure the proposed issue of the New Shares. Following consultation with several of the Company's major Shareholders, the

Directors have concluded that the Open Offer is the most suitable option available to the Company and its Shareholders.

Pursuant to the Open Offer, the Company is proposing to offer up to 166,937,606 New Shares by way of an open offer to Qualifying Shareholders being Shareholders other than those with a registered address, or resident in, one of the Excluded Territories (subject to certain exceptions). The offer is to be made at 210 pence per New Share, payable in full on acceptance by no later than 11.00 a.m. on 10 March 2021. The Open Offer is expected to raise up to approximately £340 million, net of expenses. The Offer Price represents a 36 per cent. discount to the closing market price of 328.5 pence per Share on 12 February 2021 (being the last Business Day prior to the Announcement).

The Open Offer will be made on the basis of:

**7 New Shares at 210 pence per New Share
for every 18 Existing Shares**

held by Qualifying Shareholders at the close of business on the Record Date. Entitlements to New Shares will be rounded down to the nearest whole number (or to zero) and fractional entitlements will not be allotted to Shareholders and will be discarded. Holdings of Existing Shares in certificated and uncertificated form will be treated as separate holdings for the purpose of calculating entitlements under the Open Offer. Qualifying Non-CREST Shareholders will receive an Application Form with the Prospectus which sets out their basic entitlement to New Shares as shown by the number of Open Offer Entitlements offered to them. Qualifying CREST Shareholders will receive a credit to their appropriate stock accounts in CREST in respect of their Open Offer Entitlements on 24 February 2021.

Excess Application Facility and Allocations

Qualifying Shareholders who take up their Open Offer Entitlements in full may apply to subscribe for Excess Shares using the Excess Application Facility. Qualifying Non-CREST Shareholders wishing to apply to subscribe for Excess Shares may do so by completing the relevant sections on the Application Form. Qualifying CREST Shareholders who wish to and are able to apply to subscribe for more than their Open Offer Entitlements will have Excess Open Offer Entitlements credited to their stock account in CREST, and should refer to the Prospectus for information on how to apply for Excess Shares pursuant to the Excess Application Facility.

The Excess Application Facility will comprise New Shares that are offered to Qualifying Shareholders under the Open Offer as Open Offer Entitlements but are not taken up. Qualifying Shareholders' applications for Excess Shares will, therefore, be satisfied only to the extent that applications by other Qualifying Shareholders are made for less than their pro rata Open Offer Entitlements.

Each Qualifying Shareholder's application under the Excess Application Facility will be subject to the Excess Application Cap which will be (the "**Excess Application Cap**"):

- (i) the number of New Shares for which the relevant Qualifying Shareholder is entitled to subscribe pursuant to their Open Offer Entitlement;

multiplied by

- (ii) 0.81739501,

subject to any resulting fractions of Excess Shares being rounded down to the nearest whole number.

Any application made by a Qualifying Shareholder which exceeds the relevant Shareholder's Excess Application Cap will be deemed to be an application for an amount equal to the relevant Shareholder's Excess Application Cap.

The Excess Application Cap has been set at a level that ensures that the Odyzean Group's commitment to subscribe for its Open Offer Entitlements in full and for Excess Shares up to the level of its Excess Application Cap results in the Open Offer being fully subscribed from launch.

If there is an over subscription resulting from excess applications, allocations of Excess Shares will be determined by using the following formula (the "**Excess Allocation Method**"):

Each Qualifying Shareholder who takes up their Open Offer Entitlements in full and applies for Excess Shares under the Excess Application Facility (an "**Excess Share Applicant**") will be allocated a number of Excess Shares equal to:

- (i) the total number of New Shares which have not been applied for by Qualifying Shareholders pursuant to their Open Offer Entitlements;

multiplied by

- (ii) the number of Excess Shares applied for by the Excess Share Applicant (being a number up to their Excess Application Cap) divided by the aggregate number of Excess Shares applied for by all Excess Share Applicants,

subject to any resulting fractions of Excess Shares being rounded down to the nearest whole number.

General Meeting

The Prospectus will include a notice convening a general meeting of the Company to be held at 10.00 a.m. on 11 March 2021 by telephone. This General Meeting is being held for the purpose of considering and, if thought fit, passing the Resolutions as set out therein. A summary and explanation of the Resolutions is set out in the Notice of the General Meeting.

The Directors take the well-being of the Group's Shareholders, directors and colleagues very seriously. The UK Government's restrictions on public gatherings and associated social distancing measures in respect to the COVID-19 crisis remain in place as at the latest practicable date prior to the publication of this announcement. The Directors therefore regret that it will not be possible for Shareholders to attend the General Meeting in person. **Shareholders should not attend the General Meeting in person and anyone attempting to do so will be refused entry.** There will be only limited Company representation at the meeting

and the Company's advisers have also been asked not to attend. In order to comply with relevant legal requirements, the General Meeting will be convened with the minimum necessary quorum. This will be facilitated by the Company.

The Company is providing a telephone facility to allow Shareholders to listen to the business of the General Meeting. Further details in relation to these arrangements, including the telephone number is in the Notice of General Meeting. Shareholders should note that any such participation via the telephone facility will not constitute formal attendance at the General Meeting and Shareholders will not be able to speak, ask questions or vote on any Resolutions through that facility. Shareholders are therefore encouraged to register their vote in advance of the General Meeting in the ways described below.

The Directors continue to closely monitor the evolving situation in relation to COVID-19 and related guidance issued by the Government, and may, if necessary, make further changes to the arrangements for the General Meeting. Shareholders should continue to monitor the Company's website www.mbplc.com in case there are further changes to the arrangements for the General Meeting.

The Directors are keen to ensure that Shareholders are able to exercise their right to vote and, accordingly, strongly recommends that Shareholders vote on all Resolutions in advance of the General Meeting by completing and returning their proxy forms. As no persons other than a limited number of Company representatives will be permitted to attend the General Meeting, Shareholders should appoint the chairman of the General Meeting (and not any named individual) to act as their proxy, otherwise their votes will be incapable of being cast.

For the avoidance of doubt, it will not be possible to vote in person at the General Meeting.

IMPORTANT NOTICES

This announcement is not intended to, and does not constitute, an offer to sell or the solicitation of an offer to subscribe for or buy, or an invitation to subscribe for or to purchase any securities, or an offer to acquire via tender offer or otherwise any securities, or the solicitation of any vote, in any jurisdiction. This announcement has been issued by and is the sole responsibility of the Company. No representation or warranty, express or implied, is or will be made as to, or in relation to, and no responsibility or liability is or will be accepted by any of the Underwriters or the Financial Adviser (as defined below) or by any of their respective affiliates or agents or any of their respective directors, officers, employees, members, agents, advisers, representatives or shareholders as to, or in relation to, the accuracy or completeness of this announcement or any other written or oral information made available to any interested party or its advisers, and any liability therefore is expressly disclaimed.

The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may or should be placed by any person for any purpose whatsoever on the information contained in this announcement or on its accuracy or completeness. The information in this announcement is subject to change.

This announcement is not a prospectus but an advertisement. Neither this announcement nor anything contained in it shall form the basis of, or be relied upon in conjunction with, any offer or commitment whatsoever in any jurisdiction. Investors should not acquire any New Shares

referred to in this announcement except on the basis of the information contained in the Prospectus to be published by the Company in connection with the Open Offer.

Copies of the Prospectus when published will be available on the Company's website at www.mbplc.com/investors/capitalraise. Neither the content of the Company's website nor any website accessible by hyperlinks on the Company's website is incorporated in, or forms part of, this announcement. The Prospectus will provide further details of the New Shares being offered pursuant to the Open Offer.

Each of Morgan Stanley and HSBC are authorised and regulated in the United Kingdom by the FCA and the Prudential Regulation Authority (“PRA”) and the Financial Adviser is authorised and regulated in the United Kingdom by the FCA. Santander is authorised and regulated by the Bank of Spain and subject to supervision by the Bank of Spain and the European Central Bank and to limited regulation by the FCA and PRA. None of the Underwriters or the Financial Adviser will regard any person (whether or not a recipient of this announcement) other than the Company as its customer in relation to the Open Offer and none of them will be responsible for providing the protections afforded to its customers to any other person or for providing advice to any other person in relation to the Open Offer.

This announcement, oral statements made in relation to this announcement and other information published by the Company may contain certain forward-looking statements, beliefs or opinions, with respect to the financial condition, results of operations and business of the Company and the Group. This announcement includes statements that are, or may be deemed to be, "forward-looking statements". The words "believe," "estimate," "target," "anticipate," "expect," "could," "would," "intend," "aim," "plan," "predict," "continue," "assume," "positioned," "may," "will," "should," "shall," "risk", their negatives and other similar expressions that are predictions of or indicate future events and future trends identify forward-looking statements. An investor should not place undue reliance on forward-looking statements because they involve known and unknown risks, uncertainties and other factors that are in many cases beyond the control of the Company or the Group. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. The Company cautions investors that forward-looking statements are not guarantees of future performance and that its actual results of operations and financial condition, and the development of the industry in which it operates, may differ materially from those made in or suggested by the forward-looking statements contained in this announcement.

Past performance of the Company cannot be relied on as a guide to future performance. A variety of factors may cause the Company's or the Group's actual results to differ materially from the forward-looking statements contained in this announcement. The contents of this announcement are not to be construed as legal, business, financial or tax advice. Each investor or prospective investor should consult his, her or its own legal adviser, business adviser, financial adviser or tax adviser for legal, financial, business or tax advice. Nothing in this announcement should be construed as a profit forecast.

The Company, the Underwriters, the Financial Adviser and any of their respective directors, officers, employees, agents, affiliates and advisers expressly disclaim any obligation to supplement, amend, update or revise any of the forward-looking statements made herein, except where required to do so under applicable law.

The Open Offer (subject to certain limited exceptions) is only being extended to Qualifying Shareholders, and as such the Open Offer (subject to certain limited exceptions) is not being extended into the United States or any other Excluded Territory. This announcement is for information purposes only and is not intended to and does not constitute or form part of any offer or invitation to sell, allot or issue, or any offer or invitation to purchase or subscribe for, or any solicitation to purchase or subscribe for, or an offer to acquire, any securities of the Company in Australia, Canada, the Republic of Ireland, Japan, New Zealand, South Africa, the United States or in any other jurisdiction where the extension or availability of the Open Offer would result in a requirement to comply with any governmental or other consent or any registration filing or other formality which the Company regards as unduly onerous or otherwise breach any applicable law or regulation.

The distribution of this announcement into jurisdictions other than the United Kingdom may be restricted by law, and, therefore, persons into whose possession this announcement comes should inform themselves about and observe any such restrictions. Any failure to comply with any such restrictions may constitute a violation of the securities laws of such jurisdiction. In particular, subject to certain exceptions, this announcement, the Prospectus (once published) and the Application Forms (once printed) should not be distributed, forwarded to or transmitted in or into the United States or any Excluded Territory.

The New Shares, Open Offer Entitlements and Excess Open Offer Entitlements have not been and will not be registered under the US Securities Act of 1933, or under any securities laws of any state or other jurisdiction of the United States, and may not be offered, sold, taken up, exercised, resold, transferred or delivered, directly or indirectly, within the United States. There will be no public offer of the New Shares, Open Offer Entitlements and Excess Open Offer Entitlements in the United States. This announcement and any other document relating to the Open Offer may not be sent into, distributed or otherwise disseminated (including by custodians, nominees or trustees or others that may have a contractual or legal obligation to forward such documents) in the United States by use of the mails or by any means or instrumentality of interstate or foreign commerce (including, without limitation, email, facsimile transmission, the internet or other form of electronic transmission) or any facility of a national securities exchange of the United States.

This announcement is released by Mitchells & Butlers plc and contains inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal Act) 2018 (“**UK MAR**”), encompassing certain information relating to the Open Offer and is disclosed in accordance with the Company's obligations under Article 17 of UK MAR.

APPENDIX

<i>2021 WBS Amendments and Waivers</i>	the amendments and waivers to the Issuer/Borrower Facility Agreement agreed on 14 February 2021
<i>Admission</i>	admission to: (a) the premium listing segment of the Official List; and (b) trading on the London Stock Exchange's main market for listed securities
<i>Ambac</i>	Ambac Assurance UK Limited

<i>Announcement</i>	the announcement of the Open Offer released by the Company through a Regulatory Information Service on 15 February 2021
<i>Application Form</i>	the personalised application form on which the Qualifying Non-CREST Shareholders may apply for New Shares under the Open Offer
<i>Articles</i>	the articles of association of the Company which are described in paragraph 4 of Part X – Additional Information in the Prospectus
<i>Board</i>	the board of directors of the Company
<i>Business Days</i>	a day (other than a Saturday or Sunday) on which banks are open for general business in London
<i>certificated or in certificated form</i>	a share or other security which is not in uncertificated form (that is, not in CREST)
<i>Company</i>	Mitchells & Butlers plc
<i>CREST</i>	the CREST system (as defined in the CREST Regulations)
<i>CREST member</i>	a person who has been admitted by Euroclear as a system-member (as defined in the CREST Regulations)
<i>CREST Proxy Instruction</i>	instruction to appoint a proxy or proxies through the CREST electronic proxy appointment service, as described in the Notice of General Meeting at the end of the Prospectus
<i>CREST Regulations</i>	the Uncertificated Securities Regulations 2001 (SI 2001/3755)
<i>Directors</i>	the Executive Directors and Non-Executive Directors of the Company
<i>EBITDA</i>	earnings before interest, taxes, depreciation and amortisation
<i>EU</i>	European Union
<i>Euroclear</i>	Euroclear UK & Ireland Limited
<i>Excess Allocation Method</i>	the Excess Allocation Method referred to in paragraph 2 of Part III – Terms and Conditions of the Open Offer in the Prospectus
<i>Excess Application Cap</i>	the Excess Application Cap referred to in paragraph 2 of Part III – Terms and Conditions of the Open Offer in the Prospectus

<i>Excess Application Facility</i>	the facility for Qualifying Shareholders to apply for Excess Shares in excess of their Open Offer Entitlements
<i>Excess Open Offer Entitlements</i>	in respect of each Qualifying Shareholder who has taken up his or her Open Offer Entitlement in full, the entitlement (in addition to the Open Offer Entitlement) to apply for Excess Shares, pursuant to the Excess Application Facility, which may be subject to scaling down in accordance with the Excess Allocation Method and the terms of the Prospectus
<i>Excess Share Applicant</i>	each Qualifying Shareholder who has (i) taken up its Open Offer Entitlement in full and (ii) applied for Excess Shares under the Excess Application Facility
<i>Excess Shares</i>	New Shares which may be applied for by Qualifying Shareholders in addition to their Open Offer Entitlements pursuant to the Excess Application Facility
<i>Excluded Territories</i>	Australia, Canada, Japan, New Zealand, the Republic of Ireland, South Africa and the United States
<i>Executive Directors</i>	the executive directors of the Company
<i>Existing Facilities</i>	(a) the bilateral revolving facility agreements entered into between the Company, Mitchells & Butlers Retail (No. 2) Limited, Barclays Bank PLC, HSBC UK Bank plc and Santander UK plc on 20 September 2017; and (b) the bilateral term facility agreements (structured under the UK Government-backed Coronavirus Large Business Interruption Loan Scheme) entered into between the Company, Mitchells & Butlers Retail (No. 2) Limited, HSBC UK Bank plc and Santander UK plc on 11 June 2020
<i>Ex-Entitlement Date</i>	the date on which Existing Shares are marked ex-entitlement, being 22 February 2021
<i>Existing Shares</i>	the existing Shares in issue immediately prior to the issue of the New Shares
<i>Financial Adviser or Rothschild & Co</i>	N.M. Rothschild & Sons Limited
<i>Financial Conduct Authority or FCA</i>	the Financial Conduct Authority acting in its capacity as the competent authority for the purposes of Part VI of the FSMA
<i>Form of Proxy</i>	the form of proxy for use at the General Meeting which accompanies the Prospectus
<i>Forward-looking Statements</i>	forward-looking statements, forecasts, estimates, projections and opinions

<i>FSMA</i>	the Financial Services and Markets Act 2000, as amended
<i>FY19</i>	the 52 weeks ended 28 September 2019
<i>General Meeting</i>	the general meeting of the Company to be held at 10.00 a.m. on 11 March 2021, notice of which is set out at the back of the Prospectus
<i>Global Co-ordinator</i>	Morgan Stanley
<i>Group</i>	the Company and its subsidiary undertakings and, where the context requires, its associated undertakings
<i>HSBC</i>	HSBC Bank plc
<i>Issuer/Borrower Facility Agreement</i>	an issuer/borrower facility agreement between Mitchells & Butlers Retail Limited and Mitchells & Butlers Finance plc dated 15 September 2006
<i>Joint Bookrunners</i>	HSBC and Santander
<i>Lenders</i>	Barclays Bank PLC, HSBC UK Bank plc and Santander UK plc
<i>Listing Rules</i>	the listing rules of the FCA
<i>London Stock Exchange</i>	London Stock Exchange plc
<i>Main Market</i>	the London Stock Exchange's main market for listed securities
<i>Market Abuse Regulation</i>	the UK version of Regulation (EU) 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC, which is part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended from time to time
<i>Mitchells & Butlers</i>	Mitchells & Butlers plc and its subsidiary undertakings and, where the context requires, its associated undertakings
<i>Morgan Stanley</i>	Morgan Stanley & Co. International plc
<i>New Debt Package</i>	the revolving facility agreement entered into between the Company, Mitchells & Butlers Retail (No. 2) Limited, Barclays Bank PLC, HSBC UK Bank plc and Santander UK plc on 14 February 2021
<i>New Shares</i>	up to 166,937,606 Shares which the Company intends to allot and issue pursuant to the Open Offer

<i>Non-Executive Directors</i>	the non-executive directors of the Company
<i>Notice of General Meeting</i>	the notice of General Meeting set out at the back of the Prospectus
<i>Odyzean</i>	Odyzean Limited
<i>Odyzean Group</i>	Odyzean Limited and its subsidiary undertakings, being Piedmont Inc., Elpida Group Limited and Smoothfield Holding Ltd
<i>Offer Price</i>	210 pence per share
<i>Official List</i>	the Official List of the FCA
<i>Open Offer</i>	the conditional invitation to Qualifying Shareholders to subscribe for the New Shares at the Offer Price on the terms and subject to the conditions set out in the Prospectus and, in the case of Qualifying Non-CREST Shareholders only, the Application Form
<i>Open Offer Entitlements</i>	entitlements to subscribe for the New Shares, allocated to a Qualifying Shareholder pursuant to the Open Offer
<i>Overseas Shareholders</i>	Shareholders with registered addresses in, or who are citizens, residents or nationals of jurisdictions outside the United Kingdom
<i>Prospectus Delegated Regulation</i>	the Delegated Regulation (EU) 2019/980 of 14 March 2019 supplementing the Prospectus Regulation
<i>Prospectus Regulation</i>	the Prospectus Regulation (EU) 2017/1129 and amendments thereto
<i>Prospectus Regulation Rules</i>	the prospectus rules published by the FCA under section 73A of the FSMA
<i>Qualifying CREST Shareholders</i>	Qualifying Shareholders holding Shares in uncertificated form
<i>Qualifying Non-CREST Shareholders</i>	Qualifying Shareholders holding Shares in certificated form
<i>Qualifying Shareholders</i>	Shareholders on the register of members of the Company on the Record Date with the exclusion of persons with a registered address or located or resident in an Excluded Territory (subject to certain exceptions)
<i>Record Date</i>	6.00 p.m. on 17 February 2021
<i>Refinanced Facilities</i>	the bilateral revolving facility agreements entered into between the Company, Mitchells & Butlers Retail (No. 2)

	Limited, Barclays Bank PLC, HSBC UK Bank plc and Santander UK plc on 20 September 2017
<i>Resolutions</i>	the resolutions to be proposed at the General Meeting, as set out in the notice at the back of the Prospectus
<i>Santander</i>	Banco Santander, S.A.
<i>Santander CLBILS</i>	the bilateral term facility agreement (structured under the UK Government-backed Coronavirus Large Business Interruption Loan Scheme (the <i>CLBILS</i>) entered into with Santander UK plc on 11 June 2020
<i>Securities Act</i>	United States Securities Act of 1933, as amended
<i>Shareholder Undertaking</i>	the irrevocable undertaking given by each of the members of the Odyzean Group to the Company, dated 22 February 2021
<i>Shareholders</i>	holders of Shares
<i>Shares</i>	ordinary shares of 8 13/24 pence each in the capital of the Company having the rights set out in the Articles as described in paragraph 4 of Part X – Additional Information in the Prospectus
<i>Sponsor</i>	Morgan Stanley
<i>Takeover Code</i>	The City Code on Takeovers and Mergers
<i>Trustee</i>	HSBC Trustee (C.I) Limited
<i>UK Corporate Governance Code</i>	the UK Corporate Governance Code issued by the Financial Reporting Council, as amended from time to time
<i>UK Government</i>	the Government of the United Kingdom
<i>uncertificated</i> or in <i>uncertificated form</i>	recorded on the register of members as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
<i>Underwriters</i>	Morgan Stanley, HSBC and Santander
<i>Underwriting Agreement</i>	the underwriting agreement entered into between the Company and the Underwriters on 22 February 2021
<i>United Kingdom</i> or <i>UK</i>	the United Kingdom of Great Britain and Northern Ireland
<i>United States</i> or <i>US</i>	the United States of America, its territories and possessions, any state of the United States and the District of Columbia
<i>VAT</i>	(a) any tax charged in accordance with the Value Added Tax Act 1994, as may be amended or substituted from time

to time; (b) any tax imposed by any Member State in conformity with the directive of the council of the European Union on the common system of value added tax (2006/112/EC); and (c) any tax corresponding to, or substantially similar to, the taxes referred to in paragraphs (a) and (b) above of this definition

WBS Group

Mitchells & Butlers Retail Holdings Limited and Mitchells & Butlers Retail Limited