



**Mitchells & Butlers plc**  
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Mr Andrew Ninian  
Director, Stewardship and Corporate Governance  
The Investment Association  
Camomile Court  
23 Camomile Street  
London  
EC3A 7LL

7 November 2017

Dear Mr Ninian

**Investment Association's Public Register**

I write concerning three resolutions at our AGM in January 2017, which are due to be included in the public register. These resolutions and the respective voting percentages, were as follows:

Resolution 4 – Re-election of Keith Browne (22.93% against)  
Resolution 7 – Re-election of Eddie Irwin (24.07% against)  
Resolution 11 – Re-election of Ron Robson (24.07% against)

All three individuals above represent one or other of our two largest shareholders, who rightly take an interest in the substantial investment they have made in our company. We in turn appreciate and value the contribution made by the representative directors concerned, all of whom are highly qualified. The shareholder representatives work closely with all of the other members of the Board as a combined, unitary Board with the common aim of furthering the interests of the Company.

The UK Corporate Governance Code (the "Code") contains best practice recommendations in relation to corporate governance yet acknowledges that, in individual cases, these will not all necessarily be appropriate for particular companies. Accordingly, the Code specifically recognises the concept of "Comply or Explain" in relation to divergences from the Code and we go to considerable lengths to explain the circumstances of these appointments in our Annual Report. In this context, you may wish to look at pages 41, 47 and 50 of the 2016 Annual Report which is available at [www.mbplc.com/investors/annualreport](http://www.mbplc.com/investors/annualreport)

Yours sincerely



Greg McMahon  
Company Secretary and General Counsel



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