

Notice of Annual General Meeting 2022

To be held at
Mitchells & Butlers plc, Retail Support Centre,
27 Fleet Street, Birmingham B3 1JP
on Tuesday 25 January 2022 at 9.00am

ATTENTION: 2022 HYBRID AGM ARRANGEMENTS

The Company's 2022 AGM will be held for the first time as a hybrid (combined physical and electronic) meeting, enabling shareholders to participate in the AGM, answer questions and vote on resolutions without being physically present at the AGM via a live webcast using the Lumi platform.

We encourage shareholders to participate in the AGM through the online Lumi platform (see pages 8 and 9 for instructions). The physical part of the AGM will be held in accordance with Government guidance. In order to minimise public health risks, guests will not be permitted to attend the AGM (with the exception of carers of shareholders), refreshments will not be served before or after the AGM and Directors will not be available to circulate with shareholders following the AGM. Details of the reasons for this are set out at page 2.

We advise shareholders to check the Company's website www.mbplc.com in advance of the AGM in case there are further changes to the arrangements for, or requirements in order to attend, the AGM.

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 9.00am on 23 January 2022. Alternatively, you can register your proxy vote electronically by no later than 9.00am on 23 January 2022, either by means of a website provided by Equiniti, 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 2022 Annual General Meeting (the 'Meeting' or 'AGM') of Mitchells & Butlers plc which will be held at Mitchells & Butlers plc's Retail Support Centre in Birmingham on Tuesday 25 January 2022 at 9.00am. The formal notice of the Meeting is set out on page 6 (the 'Notice'). As noted below, the AGM will be held as a hybrid meeting and we encourage shareholders to take advantage of this by participating electronically.

2022 AGM ARRANGEMENTS

A hybrid meeting is a combined physical and electronic meeting, which enables shareholders to attend in person or participate in the AGM, ask questions and vote on resolutions without being physically at the Meeting. The Company will be using the Lumi platform to enable such electronic participation.

As a hospitality business we believe that on an ongoing basis we can, and do, provide safe environments for our guests to enjoy the experiences we provide in our pubs, bars and restaurants. We monitor the operating arrangements regularly and, as necessary, we make adjustments to them to ensure we comply with the prevailing regulatory guidance and requirements. In some cases, when there have been relatively sudden changes in guidance or the imposition of restrictions, those adjustments have had to be made at very short notice.

Shareholders will appreciate that over the last 20 months there have been many changes in guidance and different types and intensities of restrictions on physical meetings. In recent days, there have been further restrictions imposed and additional guidance issued. The environment for travel remains uncertain and there is no indication, yet, when that may end.

At the time of posting this Notice to our shareholders, it remains difficult to predict the circumstances which might exist when the meeting is held in late January 2022. Whilst we are used to adjusting our operating protocols in our pubs, bars and restaurants at short notice, once we convene the Meeting, we are obliged to adhere to the arrangements or, if we need to change them, we may need to adjourn the Meeting. Therefore, in order to ensure that the AGM can proceed as planned, even if during the period between the issue of this Notice and the holding of the AGM itself there are changes in the prevailing guidance or there is the imposition of formal restrictions, we have taken a prudent approach and chosen to avail ourselves of the flexibility, as approved by the shareholders at the 2021 AGM, to hold this meeting on a "hybrid" basis with a recommendation to shareholders to join remotely. The Board notes that many other businesses have successfully held their annual meetings in this format and is confident that the Mitchells & Butlers 2022 AGM can be equally well conducted. On this basis, therefore, the Board has agreed the administrative arrangements set out in this Notice for the conduct of the meeting which it believes will still meet the legitimate expectations of shareholders for engagement.

How to participate in the AGM remotely

Instructions on how to participate electronically in the AGM through the online Lumi platform are on pages 8 and 9. Shareholders will be able to:

- (1) view myself, the Chief Executive, the Chief Financial Officer and other Directors conducting the business of the Meeting;
- (2) vote during the Meeting as if they were attending in person; and
- (3) ask questions orally using the virtual microphone on the Lumi platform or by dialling the telephone number displayed on the Lumi platform to enable shareholders to ask questions of the Board relating to the business of the Meeting. Instructions on how to use the virtual microphone and telephone line will be given on the Lumi platform during the AGM. Shareholders will also be able to submit questions in advance of the AGM via www.mbplc.com/agm2022qs.

The physical part of the AGM will be held in accordance with Government Covid guidelines and in order to minimise public health risks, guests will not be permitted to attend the AGM (with the exception of carers of shareholders), refreshments will not be served before or after the AGM and Directors will not be available to circulate with shareholders following the AGM. Doors to the Retail Support Centre will be open from 8.30am for shareholders attending in person to register and be seated ready for the start of the AGM at 9.00am.

In order to reduce the risks associated with Covid-19 and attending the AGM in person, we strongly recommend that shareholders who are intending to attend in person complete a lateral flow test on the morning of the AGM, record their negative result on the NHS website and bring with them their negative NHS confirmation text or email for the Company to record on arrival. If a shareholder tests positive for Covid-19 or is displaying symptoms then in accordance with Government guidelines we ask that shareholder not to complete their journey to the AGM and, instead, to participate electronically in the AGM through the online Lumi platform.

We also ask shareholders not to attend and to participate electronically in the AGM through the online Lumi platform if they have:

- (1) themselves tested positive for Covid-19 in the preceding 10 days before the AGM; or
- (2) recently returned from international travel and not received a negative PCR test on their return before the AGM.

This is based on Government measures at the time of preparing this Notice of Meeting. **We advise shareholders to check the Company's website www.mbplc.com in advance of the AGM in case there are further changes to the arrangements for, or requirements in order to attend, the AGM to comply with Government guidance.**

If you wish to attend the AGM in person, we ask shareholders that they please register their intention to attend by registering online at www.mbplc.com/agm2022attendance by 9.00am on Friday 21 January 2022. Whilst it is not a legal requirement, registration will assist us in planning and implementing arrangements for this year's AGM in light of the continuing Covid-19 pandemic.

How to Vote

Your vote is important to us. 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 which embraces the principle of one vote for every share held. The poll will be conducted using poll cards at the physical Meeting and shareholders and proxies attending the Meeting electronically will be able to vote live on all resolutions using the Lumi platform. The poll will close 10 minutes after the close of the Meeting.

If you will not be participating in the Meeting in person or electronically or otherwise wish to vote in advance, you may appoint a proxy as detailed in the Notice of Meeting on pages 6 and 7. Those submitting a proxy are encouraged to consider appointing the Chairman of the Meeting (rather than another named person), to ensure that your vote is counted in the event that public health guidance and legislation changes mean that the AGM becomes subject to attendance restrictions (as was the case for the 2021 AGM).

How to ask questions in advance

Your views are very important to us and shareholders are encouraged to submit questions or raise matters of concern with the Board by submitting these via www.mbplc.com/agm2022qs by 9.00am on Friday 21 January 2022.

Please remember to include your full name and your Shareholder Reference Number ("SRN"). Your SRN is available on your share certificate or on the hard copy Proxy Form which was posted to you. Answers will be given direct to you and/or made available on the Company's website as soon as practicable following receipt. Please see instructions on pages 8 and 9 on how shareholders can ask questions orally at the AGM itself.

Shareholder Enquiries

If you have any questions regarding the AGM business or your shareholding, 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.

BOARD RECOMMENDATIONS

The Directors consider that all the resolutions to be put to the Meeting are in the best interests of the Company and its members as a whole and are most likely to promote the success of the Company for the benefit of its 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.

DIVIDEND

No Final Dividend will be paid in respect of the financial year ended 25 September 2021 (FY 2020 nil). No Interim Dividend was paid during the year (FY 2020 nil).

COMMUNICATION ONLINE

You can view the 2021 Annual Report at 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/communication/signup/, 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 Chairman of the Board in respect of the Remuneration Report, forms the Annual Report on Remuneration and can be found on pages 79 to 96 (inclusive) of the Annual Report. 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 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/

RESOLUTIONS 3 TO 10 – RE-ELECTION OF DIRECTORS

In accordance with the Company's Articles of Association, and in line with the UK Corporate Governance Code, all Directors (other than Susan Murray) will stand for re-election. In view of the ongoing issues caused by Covid-19, the Board took the decision not to proceed with a Board effectiveness evaluation during FY 2021 (either internal or externally facilitated). The Board will consider if it is appropriate to carry out such an evaluation, whether internally or using an external facilitator, in FY 2022. Notwithstanding this, 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 the re-election of each Board member who has submitted himself or herself for re-election.

The Company has been informed by Susan Murray that she has decided that she will not put herself forward for re-election at the AGM. With effect from the end of the 2022 AGM and subject to her re-election, Jane Moriarty will become the Senior Independent Director.

The Company has a controlling shareholder for the purposes of the UK Listing Rules, Odyzean Limited, which as at the date of this notice holds approximately 56.8 per cent. of its issued share capital. In order to comply with the UK Listing Rules relating to controlling shareholders, the re-election of the Company's two continuing Independent Non-Executive Directors (being Dave Coplin and Jane Moriarty) must be approved by a majority of both: (a) the shareholders of the Company and (b) the independent shareholders of the Company (being shareholders other than Odyzean Limited and its associates). Resolutions 4 and 9 are proposed as ordinary resolutions and can be voted on by all shareholders of the Company. However, the votes cast by independent shareholders will be counted separately in order to assess whether both limbs (a) and (b) are satisfied and the Company will announce the results on this basis.

In accordance with the UK Listing Rules, if either of resolutions 4 or 9 is not approved by a majority of both the (a) shareholders of the Company and (b) independent shareholders of the Company, the failed resolution may be put to shareholders of the Company at a general meeting which must be held between 90 and 120 days from the date of the original vote. In such circumstances, any Independent Non-Executive Director(s) whose appointment has not been approved by both (a) shareholders of the Company and (b) independent shareholders of the Company will be treated as having been re-elected from the date of the original vote until either (i) the date when they are re-elected, being the date of the subsequent general meeting, or (ii) the date of any announcement by the Board that the Independent Non-Executive Director(s) do(es) not intend to stand for re-election. If a subsequent general meeting does not take place, the appointment will be treated as ceasing 120 days from the date of the original vote. If a subsequent general meeting does take place and the further resolution is approved, the Independent Non-Executive Director(s) will be treated as having been re-elected until the following AGM of the Company. However, if at a subsequent general meeting the further resolution fails, the appointment(s) of the Independent Non-Executive Director(s) so concerned will cease on that date.

Biographical details of all Board Directors can be found on pages 50 to 52 of the Annual Report and in respect of those Board Directors submitted for re-election, also on page 5 in the Notice of Meeting. The Board believes this information is sufficient to enable shareholders to make an informed decision on their re-election.

RESOLUTIONS 11 AND 12 – APPOINTMENT OF AUDITOR AND THE AUDITOR'S REMUNERATION

The Company is required to appoint an auditor to serve for each financial year of the Company. The appointment must be made before the end of the general meeting before which the accounts are laid. As noted on page 57 of the Annual Report the Company's Audit Committee completed its competitive audit tender during 2021 with the Board approving KPMG LLP as the proposed auditors for the Company to hold office from the end of this year's AGM. As such, the existing auditors, Deloitte LLP, propose to resign at the AGM (with the resignation becoming effective at the end of the AGM). As required by the Companies Act 2006, Deloitte LLP has provided the Company with a statement of the circumstances as regards its resignation. A copy of this resignation statement is included in Appendix 1 of the Notice of Meeting.

Resolution 11 proposes the appointment of KPMG LLP as the auditor of the Company to hold office with effect from the end of the AGM.

Resolution 12 seeks authority for the Directors to determine the auditor's remuneration.

RESOLUTION 13 – 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 or 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 2023, 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. The authority will expire at the 2023 AGM.

RESOLUTION 14 – 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 14 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 2023, 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
23 December 2021

BOARD BIOGRAPHIES

KEITH BROWNE

Non-Executive Director
P

Appointed as a Non-Executive Director in September 2016, Keith is a nominated shareholder representative of Elpida Group Limited, which, as part of the Odyzean Group, is a significant shareholder in Mitchells & Butlers. He is a Non-Executive Director of Grove Limited, the holding company of Barchester Healthcare Limited. Keith obtained a Bachelor of Commerce Degree from University College Dublin, qualified as a chartered accountant in 1994 and subsequently gained an MBA from University College Dublin. After joining KPMG Corporate Finance in 1996, he became a partner in the firm in 2001 and Head of Corporate Finance in 2009. He retired from the partnership to operate as an Independent Consultant in 2011.

DAVE COPLIN

Independent Non-Executive Director
A, R, N, C

Appointed as an independent Non-Executive Director in February 2016, Dave is the CEO and founder of The Envisioners Limited, he was formerly the Chief Envisioning Officer for Microsoft Limited, and is an established thought leader on the role of technology in our personal and professional lives. For over 25 years he has worked across a range of industries and customer marketplaces, providing strategic advice and guidance around the role and optimisation of technology in modern society, both inside and outside of the world of work. Dave is also a Non-Executive Director of each of the Pensions and Lifetime Savings Association and Vianet Group plc.

EDDIE IRWIN

Non-Executive Director
N, C

Appointed as a Non-Executive Director in March 2012, Eddie is a nominated shareholder representative of Elpida Group Limited, which, as part of the Odyzean Group, is a significant shareholder in Mitchells & Butlers. Eddie is Finance Director of Coolmore, a leading thoroughbred bloodstock breeder with operations in Ireland, the USA and Australia and a Non-Executive Director of Grove Limited, the holding company of Barchester Healthcare Limited. He graduated from University College Dublin with a Bachelor of Commerce Degree and he is a Fellow of both The Association of Chartered Certified Accountants and The Chartered Governance Institute.

BOB IVELL

Non-Executive Chairman
R, N, M, C, P

Appointed to the Board in May 2011, Bob has over 40 years of extensive food and beverage experience with a particular focus on food-led, managed restaurants, pubs and hotels. He is currently a Non-Executive Director of Charles Wells Limited and a Board member of UK Hospitality. He was previously Senior Independent Director of AGA Rangemaster Group plc and Britvic plc, and a main Board Director of S&N plc as Chairman and Managing Director of its Scottish & Newcastle retail division. He has also been Chairman of Carpetright plc, Regent Inns, Park Resorts and David Lloyd Leisure Limited, and was Managing Director of Beefeater Restaurants, one of Whitbread's pub restaurant brands, and a Director of The Restaurant Group. Bob is Chair of the Nomination Committee, the Pensions Committee, the Market Disclosure Committee and the Corporate Responsibility Committee.

TIM JONES

Chief Financial Officer
M, E, P

Tim was appointed Chief Financial Officer in October 2010. Prior to joining the Company, he held the position of Group Finance Director for Interserve plc, a support services group. Previously, he was Director of Financial Operations at Novar plc and held senior financial roles both in the UK and overseas in the logistics company, Exel plc. Tim is a member of the Institute of Chartered Accountants in England and Wales and obtained an MA in Economics at Cambridge University.

JOSH LEVY

Non-Executive Director
R, P

Appointed as a Non-Executive Director in November 2015, Josh is a nominated shareholder representative of Piedmont Inc., which, as part of the Odyzean Group, is a significant shareholder in Mitchells & Butlers. Josh is Chief Executive of Ultimate Finance Group, Chairman of Avenue Insurance and a Director of Tavistock Group. Josh previously worked in the Investment Banking Division of Investec Bank.

JANE MORIARTY

Independent Non-Executive Director
A, R, N, C, M

Appointed as an independent Non-Executive Director in February 2019, Jane is a Fellow of the Institute of Chartered Accountants in Ireland, and currently a Director of NG Bailey Group Limited, Quarto Group Inc. and Martin's Investments Limited. Jane was previously a senior advisory partner with KPMG LLP. Jane is Chair of the Audit Committee.

PHIL URBAN

Chief Executive
M, E, P

Phil joined Mitchells & Butlers in January 2015 as Chief Operating Officer and became Chief Executive in September 2015. Phil was previously Managing Director at Grosvenor Casinos, a division of Rank Group and Chairman of the National Casino Forum. Prior to that, he was Managing Director for Whitbread's Pub Restaurant Division, and for Scottish & Newcastle Retail's Restaurants and Accommodation Division. Phil has an MBA and is a qualified management accountant (CIMA).

Biographies of the Directors seeking re-election are on pages 50 to 52 of the 2021 Annual Report.

Key to Committee Membership

A	Audit Committee
R	Remuneration Committee
N	Nomination Committee
M	Market Disclosure Committee
E	Executive Committee
C	Corporate Responsibility Committee
P	Pensions Committee

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 Tuesday 25 January 2022 at 9.00am, or at any adjournment thereof, for the purposes listed below. Shareholders are also permitted to participate in the AGM electronically as described further below.

RESOLUTIONS

To consider and, if thought fit, to pass the following resolutions, of which numbers 1 to 13 will be proposed as Ordinary Resolutions and number 14 as a Special Resolution.

ORDINARY RESOLUTIONS

- 1 To receive the Company's accounts for the year ended 25 September 2021, together with the reports of the Directors and the auditor.
- 2 To approve the Annual Report on Remuneration for the year ended 25 September 2021.
- 3 To re-elect Keith Browne as a Director of the Company.
- 4 To re-elect Dave Coplin as a Director of the Company.
- 5 To re-elect Eddie Irwin as a Director of the Company.
- 6 To re-elect Bob Ivell as a Director of the Company.
- 7 To re-elect Tim Jones as a Director of the Company.
- 8 To re-elect Josh Levy as a Director of the Company.
- 9 To re-elect Jane Moriarty as a Director of the Company.
- 10 To re-elect Phil Urban as a Director of the Company.
- 11 To appoint KPMG LLP as auditor of the Company until the next general meeting at which accounts are to be laid.
- 12 To authorise the Board to agree the auditor's remuneration.
- 13 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

- 14 Notice period for Meetings

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.

Voting on all Resolutions will be by way of a poll.

By order of the Board

GREG McMAHON

Company Secretary and General Counsel

23 December 2021

Registered Office:
27 Fleet Street
Birmingham B3 1JP
Registered number: 4551498
Registered in England and Wales

EXPLANATORY NOTES

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

ATTENDING, VOTING AND ASKING QUESTIONS

1. Shareholders wishing to attend the AGM can do so electronically and participate using the Lumi platform via <https://web.lumiagm.com/141-813-345>. This can be accessed online using the latest version of Chrome, Firefox and Safari on your PC, laptop, tablet or smartphone. On accessing the Meeting platform, you will be asked to enter your unique SRN and PIN. Detailed instructions on how to participate are on pages 8 and 9.
2. If you wish to attend the AGM in person, you are asked to register your intention to attend by registering online via www.mbplc.com/agm2022 attendance by 9.00am on Friday 21 January 2022. No refreshments will be served before or after the AGM. We will continue to closely monitor any developments in public health guidance and legislation issued by the UK Government in relation to Covid-19. Should it become necessary or appropriate to revise the current arrangements for the AGM, details of any such changes will be made available on www.mbplc.com.
3. A shareholder attending the AGM, electronically or in person, has the right to ask questions. However, the Company must cause to be answered any such question relating to the business of the AGM being dealt with at the AGM but no such answer need be given if (a) to do so unduly interferes with the preparation for the AGM or involves the disclosure of confidential information, (b) the answer has already been given on the Company's website or (c) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.
4. Shareholders participating remotely will have the opportunity to ask questions at the AGM orally using the virtual microphone on the Lumi platform or by dialling the telephone number which will be available on the Lumi platform. Instructions on how to use the virtual microphone and telephone line will be displayed on the Lumi platform during the AGM.
5. Guests will not be permitted to attend the Meeting physically (with the exception of carers of shareholders). However, guests wishing to attend the AGM can do so electronically but may not speak or vote using the Lumi platform.

PROXIES

6. Only holders of ordinary shares, or their duly appointed representatives, are entitled to participate in the AGM and vote in respect of the AGM. A member so entitled may appoint (a) proxy(ies), who need not be (a) member(s), to exercise any of their rights to participate in, vote and submit questions or raise concerns at the AGM. A member may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. As mentioned in this Notice, in light of the evolving Covid-19 situation, to ensure that your vote counts, shareholders are strongly encouraged to appoint the Chairman of the AGM as their proxy and then complete, sign and return the Proxy Form to Equiniti, Aspect House, Spencer Road, Lancing BN99 6DA as soon as possible but in any event no later than 9.00am on Sunday 23 January 2022.
7. A Form of Proxy is enclosed and instructions for its use are shown on the form.
8. If you wish, you may register the appointment of a proxy for the Meeting electronically, by visiting the Company's Registrar's website 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) before the taking of the poll at which it is to be used.

CREST PROXIES

9. 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.

10. 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
11. 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.

AGM RESULTS

12. At the Meeting on 25 January 2022 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.

NOMINATED PERSONS

13. 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.
14. The statement of the rights of members in relation to the appointment of proxies in paragraphs 6 to 8 above does not apply to a Nominated Person. The rights described in those paragraphs can only be exercised by registered members of the Company.

CORPORATE REPRESENTATIVES

15. 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.

DISPLAY DOCUMENTS

16. 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) and a copy of the Articles will be available for inspection at the Registered Office of the Company during normal business hours until the conclusion of the Meeting. In order that appropriate arrangements can be made for shareholders wishing to inspect documents, we request that shareholders contact the Company Secretary via the link www.mbplc.com/agm2022qs in advance of any visit to ensure that access can be arranged. Any such access will be subject to health and safety requirements and any limits on gatherings, social distancing or other measures imposed or recommended by the Government. A copy of the Articles is also available for inspection on the Company's website www.mbplc.com.

SHAREHOLDERS

17. The Company specifies that only those shareholders on the Register of Members as at 6.30pm on 23 January 2022 (or, if the Meeting is adjourned, 6.30pm on the day two days prior to the day of the adjourned meeting) shall be entitled to participate in and vote in respect of the number of shares registered in their names at the time. Changes to entries on the ordinary register after 6.30pm on 23 January 2022 shall be disregarded in determining the right of any person to participate in the Meeting or vote. For the avoidance of doubt, only the holders of ordinary shares in the Company shall appear on the Register of Members. Holders of any right or entitlement to subscribe for ordinary shares in the Company shall not appear on the Register of Members until such ordinary shares have been issued.
18. All shareholders and their proxies will have the opportunity to ask questions in advance of the Meeting by submitting these via www.mbplc.com/agm2022qs by 9.00am on Friday 21 January 2022.
19. A copy of this Notice and other information required by Section 311A of the Companies Act 2006 can be found at www.mbplc.com

ISSUED SHARE CAPITAL

20. As at 18 December 2021 (being the latest practicable date prior to the date of this Notice) the Company's issued share capital consisted of 596,805,213 ordinary shares carrying one vote each. No shares are held in treasury. The total number of voting rights in the Company as at 18 December 2021 was 596,805,213.
21. 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).
22. 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.

DATA PROTECTION

23. The AGM may involve the processing of members' personal data by the Company (including data provided by members, or on their behalf, which relates to them as members, including their names and contact details, the votes they cast and their Shareholder Reference Numbers). The Company and any third party to which it discloses members' personal data (including Equiniti and Lumi) may process this personal data in accordance with the Company's privacy policy, please see <https://www.mbplc.com/privacy> for more details.

IF YOU WOULD LIKE TO REGISTER IN ADVANCE ANY QUESTION YOU MAY HAVE FOR THE AGM, YOU CAN DO SO AT WWW.MBPLC.COM/AGM2022QS

MITCHELLS & BUTLERS PLC

27 Fleet Street
Birmingham B3 1JP
Tel: +44 (0) 121 498 4000
www.mbplc.com

Registered number: 4551498
Registered in England and Wales

SHAREHOLDERS' INSTRUCTIONS FOR PARTICIPATION IN THE AGM ELECTRONICALLY

MITCHELLS & BUTLERS AGM ONLINE GUIDE



MEETING ACCESS

Shareholders can attend the Meeting remotely, via:

<https://web.lumiagm.com/141-813-345>

This can be accessed online using the latest version of Chrome, Firefox and Safari on your PC, laptop, tablet or smartphone. On accessing the meeting platform, you will be asked to enter your unique SRN and PIN.

Access to the Lumi platform will be available an hour prior to the start of the Meeting.



BROADCAST

Once logged in, and at the commencement of the Meeting, you will be able to follow the proceedings on your device.



VOTING

Once the Chairman has formally opened voting, the list of resolutions will automatically appear on your screen. Select the option that corresponds with how you wish to vote.

Once you have selected your vote, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received, there is no submit button.

To vote on all resolutions displayed select the "vote all" option at the top of the Screen.

To change your vote, reselect your choice. To cancel your vote, select the "cancel" button. You will be able to do whilst the poll remains open and before the Chairman announces its closure.



Q&A

Questions on the day can be submitted verbally via the Virtual Mic or by dialling the telephone number displayed on the Lumi platform. Details of how to access the Virtual Mic will be provided on the day of the Meeting, once you are logged into the Lumi platform.

If multiple questions on the same topic are received, the Chairman may choose to provide a single answer to address shareholder queries on the same topic.



REQUIREMENTS

An active internet connection is always required in order to allow you to cast your vote when the poll opens, submit questions and view the Broadcast. It is the user's responsibility to ensure you remain connected for the duration of the Meeting.

As well as having the latest internet browser installed, users must ensure their device is up to date with the latest software release.



DULY APPOINTED PROXIES AND CORPORATE REPRESENTATIVES

To receive your unique SRN and PIN please contact the Company's registrar Equiniti by emailing: hybrid.help@equiniti.com

Mailboxes are monitored 9.00am to 5.00pm Monday to Friday (excluding public holidays in England & Wales).

ATTENDING THE AGM ELECTRONICALLY

If you choose to attend the AGM electronically, you will be able to view a live webcast of the Meeting, ask questions and submit your votes in real time.

Access to the AGM will be available from 8.00am on Tuesday 25 January 2022, although the voting functionality will not be enabled until the Chairman of the Meeting declares the poll open.

The Lumi platform can be accessed online using the latest version of Chrome, Firefox and Safari on your PC, laptop, tablet or smartphone.

You will need your Shareholder Reference Number and PIN to access the AGM. You can find your Shareholder Reference Number on your share certificate or on the hard copy Proxy Form which was posted to you. You can also obtain your Shareholder Reference Number by contacting Equiniti by emailing hybrid.help@Equiniti.com or 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). Your PIN will be the first two and last two digits of your Shareholder Reference Number.

During the AGM you must be connected to the internet at all times in order to participate fully in the AGM. It is your responsibility to ensure connectivity for the duration of the AGM.

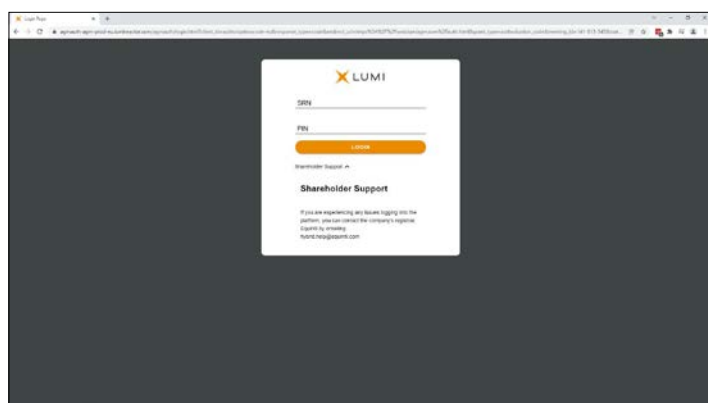
ACCESSING THE AGM Meeting ID: 141-813-345

To login you will need your Shareholder Reference Number and PIN.

Joining as a shareholder

If you are a shareholder and wish to attend the AGM electronically, you should:

1. Visit: <https://web.lumiagm.com/141-813-345>
2. When prompted, you should enter the meeting ID: **141-813-345**
3. To enter as a shareholder, select 'I have a login'.
4. You will be prompted to enter your Shareholder Reference Number and your PIN. Your PIN will be the first two and last two digits of your Shareholder Reference Number.



Attendance via proxy or corporate representative

If you wish to appoint a proxy (other than the Chairman of the Meeting) and for them to attend the electronic Meeting on your behalf, please submit your proxy appointment in the usual way and contact Equiniti in order to obtain their Shareholder Reference Number and PIN by emailing hybrid.help@Equiniti.com.

It is recommended you do this as soon as possible and in any case at least 48 hours (excluding non-working days) before the Meeting.

Attendance by shareholders whose shares are held within a nominee

If your shares are held within a nominee and you wish to attend the electronic Meeting, you will need to contact your nominee as soon as possible. Your nominee, or yourself upon receipt, will need to present a corporate letter of representation to Equiniti as soon as possible and at least 72 hours (excluding non-business days) before the Meeting, in order that they can provide your unique Shareholder Reference Number and PIN to enable you to attend the Meeting electronically.

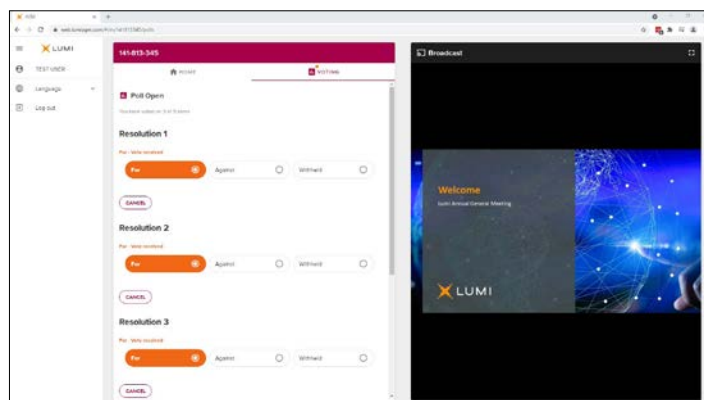
Joining as a guest – remotely

Guests can attend the AGM electronically, but will not be permitted to ask questions or vote at the Meeting. To attend as a guest, you should:

- (1) Visit www.lumiagm.com; (2) When prompted, enter the Meeting ID: 141-813-345, (3) Select 'I am a guest'. You will then be prompted to enter your title, first name, last name and email address.

Voting at the AGM

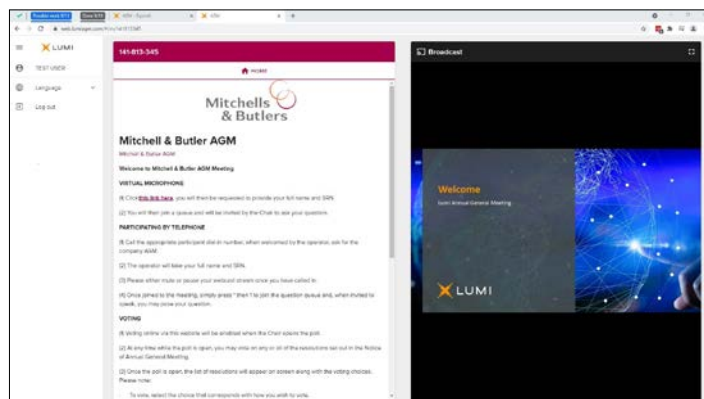
Once the Chairman of the Meeting opens voting on all resolutions, the polling icon will appear on the navigation bar. From here, the resolutions and voting choices will be displayed. To vote, simply select the option that corresponds with how you wish to vote, "FOR", "AGAINST" or "WITHHELD". The poll will close 10 minutes after the close of the Meeting.



Once you have selected your choice, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received – there is no submit button. If you make a mistake or wish to change your vote, simply select the correct choice; if you wish to "cancel" your vote, select the "cancel" button. You will be able to do this at any time whilst the poll remains open and before the Chairman announces its closure at the end of the Meeting. The poll will close 10 minutes after the close of the Meeting.

Asking questions at the AGM

A shareholder or proxy can ask questions using the Lumi platform using the virtual microphone or by dialling the telephone number which will be available on the Lumi platform once you have joined as a shareholder.



Deloitte.

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15 December 2021

The Board of Directors
Mitchells & Butlers plc – registration number 04551498
Orchid Pubs & Dining Limited – registration number 06754332
Midco 1 Limited – registration number 05835640
Mitchells & Butlers Retail Holdings Limited – registration number 04887979
Old Kentucky Restaurants Limited – registration number 00465905
Ha Ha Bar & Grill Limited – registration number 06295359
Mitchells & Butlers Finance plc – registration number 04778667
Mitchells & Butlers Retail Limited – registration number 00024542
Mitchells & Butlers Retail (No.2) Limited – registration number 03959664
Mitchells & Butlers Leisure Retail Limited – registration number 01001181
27 Fleet Street
Birmingham
B3 1JP

Dear Sirs

Re-appointment of auditors

This notice confirms that we will not be seeking re-appointment as auditors of the above companies at the conclusion of our current term of office at the next Annual General Meeting on 25 January 2022.

Unless the companies apply to the court, this statement of reasons is required to be brought to the attention of members or creditors of the company and must be sent by the companies within 14 days to every person entitled under Section 423 of the Companies Act 2006 to be sent copies of the companies' accounts. This is a requirement of Section 520(2) of that Act.

Yours faithfully



Deloitte LLP

Deloitte LLP is a limited liability partnership registered in England and Wales with registered number OC303675 and its registered office at 1 New Street Square, London, EC4A 3HQ, United Kingdom.

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15 December 2021

Statement of reasons relating to resignation as per Section 519 of the Companies Act 2006

Statement of reasons relating to the intention of Deloitte LLP not to seek re-appointment as auditors to Mitchells & Butlers plc at the conclusion of our term of office:

The company put the audit out to tender and we were not successful in retaining it.

There are no reasons or matters connected with our resignation which we consider should be brought to the attention of the members or creditors of the company.

Yours faithfully

Deloitte LLP

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(for calls from outside the UK).