

Notice of Annual General Meeting 2015

To be held at
Mitchells & Butlers plc, Retail Support Centre, 27 Fleet Street
Birmingham, B3 1JP on
Thursday 29 January 2015 at 11.30am.

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 11.30am on Tuesday 27 January 2015. Completion and return of the Form of Proxy will not prevent you from attending and voting at the Meeting in person, should you so wish. Alternatively you can register your proxy vote electronically no later than 11.30am on Tuesday 27 January 2015, 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 2015 Annual General Meeting (the 'Meeting' or 'AGM') of Mitchells & Butlers plc which I am pleased to invite you to attend. The AGM will be held at Mitchells & Butlers plc's Retail Support Centre in Birmingham on Thursday 29 January 2015 at 11.30am. The formal notice of the Meeting is set out on page 5 (the 'Notice'). Tea and coffee will be available from 11.00am onwards and after the Meeting. A location map is provided on the reverse of the accompanying Form of Proxy.

If you would like to vote on the resolutions in the Notice but cannot attend the Meeting, please complete the Form of Proxy sent to you with the Notice and return it to Equiniti (the Company's Registrar) as soon as possible. Equiniti must receive it by 11.30am on Tuesday 27 January 2015. Alternatively, you can vote online at www.sharevote.co.uk no later than 11.30am on Tuesday 27 January 2015.

Following a change in legislation that applies to the Company's 2015 AGM and AGMs thereafter, approval of the Remuneration Report is now sought in two parts, the Remuneration Report and the Remuneration Policy. This is reflected in Resolutions 2 and 3 below.

The Directors consider that all the resolutions to be put to the Meeting are in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company for the benefit of members as a whole. The Directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own shares. If you have any questions regarding the AGM business please contact Equiniti by phone on 0871 384 2065. Calls to this number are charged at 8p per minute plus network extras. Lines are open 8.30am to 5.30pm, Monday to Friday (excluding Bank Holidays). Non-UK callers should dial +44 121 415 7088.

Communication online

You can view the 2014 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/communicationssignup/, or contact Equiniti at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA.

Certain items of business are explained below.

Resolution 2 – Remuneration Report

Shareholders are given the opportunity by law to vote on whether or not they approve the report on Directors' remuneration (the 'Remuneration Report') other than the Directors' remuneration policy which is contained on pages 52 to 58 within the Remuneration Report. This vote is advisory in nature in that 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 not specific to any Director's level or terms of remuneration.

The Remuneration Report is contained within the Company's Annual Report and Accounts 2014 (the 'Annual Report'), copies of which 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/

Resolution 3 – Remuneration Policy

Shareholders are given the opportunity by law to vote on whether or not they approve the Directors' remuneration policy (the 'Remuneration Policy'). The Remuneration Policy sets out the Company's forward looking policy on Directors' remuneration and is subject to a binding shareholder vote. The Remuneration Policy describes the components of the Executive and Non-Executive Directors' remuneration.

If resolution 3 is passed, the Remuneration Policy will take effect from the date of this AGM (the 'Effective Date') and, from the Effective Date, the Company may not make a remuneration payment or payment for loss of office to a person who is, is to be, or has been a Director of the Company unless that payment is consistent with the Remuneration Policy, or such payment has otherwise been approved by a shareholder resolution.

The Directors are required to seek shareholder approval for a remuneration policy at least every three years, except in the event that a change to the Remuneration Policy is proposed or the advisory vote on the Remuneration Report is not passed in any year subsequent to the approval of the Remuneration Policy. This timing complies with that recommended by the Investment Management Association and in the relevant legislation.

The Remuneration Policy is contained within the Remuneration Report section of the Annual Report on pages 52 to 58.

Resolutions 4 to 12 – Re-election of Directors

In accordance with the Company's Articles of Association and in line with provision B.7.1 of the UK Corporate Governance Code, all Directors will stand for re-election. Following a specific review carried out by its Nomination Committee, the Board considers that the performance of each Board member continues to be effective and demonstrates the commitment required to continue in their present roles, and accordingly supports each Board member's re-election. Biographical details of all Board Directors can be found on page 37 of the Annual Report and on the Company's website.

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

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

Resolution 15 – Political donations

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

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

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

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

The resolution authorises the Company and its subsidiaries to:

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

provided that the aggregate amount of any such donations and expenditure shall not exceed £50,000 in the period up to the Company's Annual General Meeting in 2016, as defined in the Companies Act 2006.

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

Resolution 16 – Amendment to the 2013 Performance Restricted Share Plan ('PRSP')

During the year, the Company's Remuneration Committee carried out a comprehensive review of the remuneration of Executive Directors. It was assisted in this process by the Committee's appointed advisers, New Bridge Street. As a result of this review it was determined that some changes to the balance between short and long-term incentive arrangements for Executive Directors, under the 2013 Short Term Deferred Incentive Plan ('STDIP') and PRSP, are required and accordingly, the Remuneration Committee recommended that:

- Executive Directors will continue to be made grants within the current 'normal' limits (STDIP - 100% of salary and PRSP – 200% of salary).
- No change will be made to the overall maximum limit of 400% for Executive Directors (currently split equally between plans).
- The matching shares element of the STDIP will no longer form part of the Remuneration Policy for Executive Directors and the maximum award under the STDIP will reduce from 200% of salary to 150% of salary.
- The maximum individual limit under the PRSP should increase for Executive Directors from 200% to 250% of salary. The new maximum limit will only be used in exceptional circumstances, any permanent increase will be subject to consultation with leading investors.

As a result, the overall maximum limit for Executive Directors will remain at 400% of salary, with a STDIP maximum of 150% and a PRSP maximum of 250%. This is reflected in the Remuneration Policy.

In light of the Remuneration Committee's recommendations set out above, resolution 16 seeks approval to amend the PRSP to increase the maximum individual limit available to Executive Directors with regards to awards granted under the PRSP from 200% to 250% of annual salary.

A copy of each of the current PRSP rules and of the PRSP rules as proposed to be amended will be available for inspection at the registered office of the Company from the date of this notice of meeting, until the end of the meeting and at the meeting from 15 minutes before its start time until the end of the meeting.

Resolution 17 – 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 17 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 2016, 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
18 December 2014

Board biographies

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

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Mitchells & Butlers plc will be held at Mitchells & Butlers plc's Retail Support Centre, 27 Fleet Street, Birmingham, B3 1JP on Thursday 29 January 2015 at 11.30am, or at any adjournment thereof, for the following purposes:

Resolutions

To consider and, if thought fit, to pass the following resolutions, of which numbers 1 to 16 will be proposed as Ordinary Resolutions and number 17 as a Special Resolution.

Ordinary Resolutions

- 1** To receive the Company's accounts for the year ended 27 September 2014, together with the reports of the Directors and the auditor.
- 2** To approve the Remuneration Report for the year ended 27 September 2014.
- 3** To approve the Remuneration Policy to take effect from the date of this Annual General Meeting.
- 4** To re-elect Alistair Darby as a Director of the Company.
- 5** To re-elect Stewart Gilliland as a Director of the Company.
- 6** To re-elect Eddie Irwin as a Director of the Company.
- 7** To re-elect Bob Ivell as a Director of the Company.
- 8** To re-elect Tim Jones as a Director of the Company.
- 9** To re-elect Douglas McMahon as a Director of the Company.
- 10** To re-elect Ron Robson as a Director of the Company.
- 11** To re-elect Colin Rutherford as a Director of the Company.
- 12** To re-elect Imelda Walsh as a Director of the Company.
- 13** To reappoint Deloitte LLP as auditor of the Company until the next general meeting at which accounts are to be laid.
- 14** To authorise the Board to agree the auditor's remuneration.
- 15** To authorise the making of political donations on the terms set out in the notes to the resolution in the Chairman's letter.
- 16** To amend the 2013 Performance Restricted Share Plan ('2013 PRSP') in the manner summarised in the notes to this resolution and as indicated by the copy produced to the meeting.

Special Resolution

17 Notice period for Meetings

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

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

By order of the Board

Greg McMahon

Company Secretary and General Counsel

18 December 2014

Registered Office:
27 Fleet Street
Birmingham B3 1JP

Explanatory notes

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

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

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

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

- 5 At the Meeting on 29 January 2015 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. Poll cards will be issued upon registration to those attending the Meeting.
- 6 A person to whom this Notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
- 7 The statement of the rights of members in relation to the appointment of proxies in paragraphs 1 to 4 above does not apply to a Nominated Person. The rights described in those paragraphs can only be exercised by registered members of the Company.
- 8 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of the same powers as the corporation could exercise if it were an individual member provided that they do not do so in relation to the same shares.
- 9 Copies of contracts of service, letters of appointment and deeds of indemnity between the Directors and the Company or any of its subsidiaries (or a memorandum of the terms thereof) and the PRSP rules will be available at the Registered Office of the Company during normal business hours until the conclusion of the Meeting, and at the Meeting from at least 15 minutes prior to the Meeting until its conclusion.
- 10 The Company specifies that only those shareholders on the Register of Members as at 6.00pm on 27 January 2015 (or, if the Meeting is adjourned, 6.00pm on the day two days prior to the day of the adjourned meeting) shall be entitled to attend in person or by proxy and vote at the Meeting in respect of the number of shares registered in their names at the time. Changes to entries on the ordinary register after 6.00pm on 27 January 2015 shall be disregarded in determining the right of any person to attend or vote at the Meeting. If you are planning to attend the Meeting, please bring your attendance card with you. It authenticates your right to attend, speak and vote at the Meeting and will speed your admission.
- 11 All shareholders and their proxies will have the opportunity to ask questions at the Meeting. When invited by the Chairman, if you wish to ask a question, please wait for a Company representative to bring you a microphone. It would be helpful if you could state your name before you ask your question. Questions may not be answered at the Meeting if they are deemed not to be in the interests of the Company, would involve the disclosure of confidential information, or would not be to the good order of the Meeting. The Chairman may also nominate a Company representative to answer a specific question after the Meeting or refer the response to the Company's website.
- 12 A copy of this Notice, and other information required by Section 311A of the Companies Act 2006 can be found at www.mbplc.com
- 13 As at 17 December 2014 (being the last business day prior to the publication of this Notice) the Company's issued share capital consisted of 412,255,498 ordinary shares. No shares are held in treasury. The total number of voting rights in the Company as at 17 December 2014 was 412,255,498.

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

If you would like to register in advance any question you may have for the AGM, you can do so at www.mbplc.com/agm2015qs

Mitchells & Butlers plc

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