

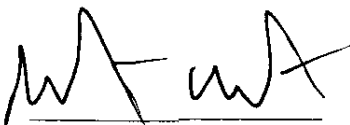
**MATTHEW CLARK BIBENDUM LIMITED**

**SPECIAL RESOLUTION**

We, the undersigned, being the sole member of the Company entitled to attend and vote at a general meeting of the Company **HEREBY RESOLVE** pursuant to Chapter 2 of Part 13 of the Companies Act 2006 and the Articles of Association of the Company that the following resolutions be passed as a Special Resolutions:

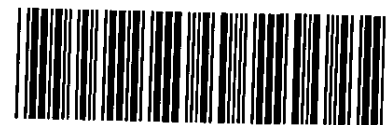
- (a) "That it is in the interest of the Company, and the Company should and is hereby directed, to enter into:
  - (i) a euro term and multicurrency revolving facilities agreement (the "Facilities Agreement") to be entered into between (1) C&C Group plc (the "Parent") as the company, (2) the Parent, C&C Financing DAC, C&C Group Irish Holdings Limited and C&C Group Sterling Holdings Limited as original borrowers (the "Original Borrowers"), (3) the Original Borrowers and each of the other companies listed in Part 1 of Schedule 1 of the Facilities Agreement as original guarantors, (4) the mandated lead arrangers listed in Part II of Schedule 1 as mandated lead arrangers, (5) the lead arrangers listed in Part II of Schedule 1 as lead arrangers, (6) the Original Lenders, (7) the original hedge counterparties listed in Part III of Schedule 1 as hedge counterparties, (8) the original bilateral facility providers listed in Part IV of Schedule 1 as bilateral facility providers, (9) Bank of Scotland plc and Coöperatieve Rabobank U.A. acting as co-ordinators and (10) National Westminster Bank Plc as agent (the "Agent"); and
  - (ii) all documents ancillary to the Facilities Agreement that it would or might be desirable or required to enter into in connection with the transactions contemplated by the Facilities Agreement (including without limitation the Hedging Agreements as defined therein) and the transactions related thereto (including, without limitation, certificates to be issued or notices to be served under the terms of or in connection with the Facilities Agreement, collectively, the "Ancillary Documents");
- (b) the terms of, and the transactions contemplated by, the Facilities Agreement, the Ancillary Documents and all other Finance Documents (within the meaning of the Facilities Agreement) to which the Company is from time to time a party be and are hereby approved; and
- (c) the Company's entry into the Facilities Agreement, the Ancillary Documents and each other Finance Document to which it is from time to time a party will promote the success of the Company for the benefit of its members as a whole."

Dated the 9<sup>th</sup> day of July 2018



DAVID JOHNSTON  
Duly authorised signatory  
For and on behalf of Matthew Clark Bibendum (Holdings) Limited

FRIDAY



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COMPANIES HOUSE