

DATED

2018

THE RESTAURANT GROUP PLC

DEED POLL

THIS DEED POLL is made on

2018

THE RESTAURANT GROUP PLC (registered number SC030343) whose registered office is at 1 George Square, Glasgow, G2 1AL ("**Company**") in favour of the Recipient Shareholders (as defined below).

WHEREAS:

- (A) As explained in the explanatory circular sent to the shareholders of the Company dated 23 April 2018 that is appended to this deed poll ("**Circular**"), the board of directors of the Company has become aware of administrative errors in the payment of certain intra-group dividends to the Company. Terms unless otherwise defined in this deed poll shall have the meaning given to them in the Circular.
- (B) The Company has been advised that, as a consequence of the Relevant Dividends having been made otherwise than in accordance with the Companies Act 2006, it may have claims against past and present shareholders who were recipients of the Relevant Dividends (or their personal representatives (and their successors in title) if they are deceased and/or the successors in title or assignees for corporate members).
- (C) Pursuant to the Resolution as set out in the Notice of General Meeting appended to the Circular and duly passed by the Company's shareholders in an General Meeting held on 23 May 2018, the Company proposes to waive and release any and all claims which it has or may have in respect of the Relevant Dividends against the Recipient Shareholders and wishes to enter into this deed poll in favour of the Recipient Shareholders in order to effect the same.

THIS DEED POLL WITNESSES as follows:

1. RELEASE

The Company hereby unconditionally and irrevocably waives and releases each of the Recipient Shareholders (or their personal representatives and their successors in title if they are deceased and/or the successors in title or assignees for corporate members) from any and all liability that any such Recipient Shareholder (or their personal representatives and their successors in title if they are deceased and/or the successors in title or assignees for corporate members) has or may have to the Company and all claims and demands the Company has or may have against each of them in connection with receipt by them of all or part of the Relevant Dividends.

2. GOVERNING LAW

This deed poll is governed by English law. Any non-contractual obligations arising out of or in connection with this deed poll shall be governed by English law.

IN WITNESS of which this deed poll has been executed and has been delivered on the date which appears first on page 1.

EXECUTED as a deed poll by THE RESTAURANT GROUP PLC

acting by _____
a director

in the presence of:

Witness's Signature _____

Name: _____

Address: _____
