

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 certain of the current and former directors of the Company (or the personal representatives and their successors in title (as appropriate) of his or her estate if such director or former director is deceased).

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 all directors (present or former) of the Company, including the Related Party Directors and Former Directors, at the time of declaration and/or payment of a Relevant Dividend (or their personal representatives and their successors in title (as appropriate) of his or her estate if such directors are deceased).
- (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 a general meeting 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 all directors (present or former) of the Company, including the Related Party Directors and Former Directors, at the time of declaration and/or payment of a Relevant Dividend (or their personal representatives and their successors in title (as appropriate) of his or her estate if such directors are deceased) and wishes to enter into this deed poll in favour of the these directors and the personal representatives and their successors in title of the estate of any such deceased directors in order to effect the same.

THIS DEED POLL WITNESSES as follows:

1. RELEASE

The Company hereby unconditionally and irrevocably waives and releases all directors (present or former) of the Company, including the Related Party Directors and Former Directors, at the time of declaration and/or payment of a Relevant Dividend (or their personal representatives and their successors in title (as appropriate) of his or her estate if such directors are deceased) from any and all liability that any of them has or may have to the Company and all claims and demands the Company has or may have against each of them, including, without limitation, any derivative action from or on behalf of shareholders of the Company, in connection with the declaration, making and payment 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: _____
