

Company Number: 93289



THE COMPANIES ACT 1985-1989

RESOLUTIONS

of

GIOMA RESTAURANTS PLC (the "Company")

Passed on 23 November 1999

At an extraordinary general meeting of the Company, duly convened and held at the offices of Henderson Crosthwaite, 2 Gresham Street, London EC2V 7QP on 23 November 1999 when the following resolution number 1 was duly passed by the Company as an ordinary resolution and when the following resolution number 2 was duly passed by the Company as a special resolution:

ORDINARY RESOLUTION

1. THAT

- (a) Conditional upon the approval of Resolution 2 set out in this notice, the proposed acquisition by the Company of the whole of the issued share capital of Churrasco Basel and Gauchos Nederland pursuant to and upon the terms and conditions of the agreement dated 28 October 1999 made between (1) Gioma Group BV, Gioma Group (Schweiz) AG and Siewert Jan Geenemans and (2) the Company (the "Acquisition Agreement") (a copy of which initialled by the Chairman for the purposes of identification has been produced to the meeting) and which is described in a circular to shareholders dated 29 October 1999 of which this notice forms part (the "Circular") including (for the avoidance of doubt) the terms of the Call Option and the Licence Agreement as defined in the Acquisition Agreement and described in the Circular be and is hereby approved and that the Directors of the Company be and are hereby authorised to do whatever they consider necessary or desirable to do in connection with or for the purposes of the Acquisition;
- (b) the rules of the Unapproved Share Option Scheme, (the "Unapproved Share Option Scheme") (a copy of which initialled by the Chairman for the purposes of identification has been produced to the meeting) and which is described in the Circular be and is hereby approved and that the directors of the Company be and they are hereby authorised to do all such acts and things as may be necessary to carry the same into effect; and
- (c)
 - (i) the authorised share capital of the Company be increased from

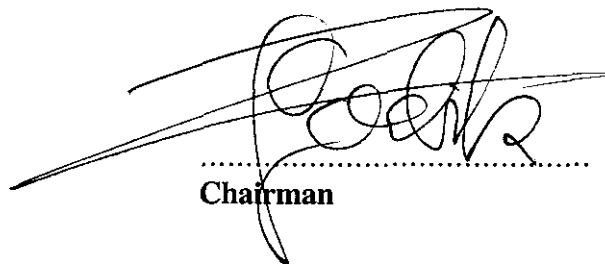
£4,656,000 to £11,056,000 by the creation of an additional 64,000,000 ordinary shares of 10p each; and

- (ii) in addition and without prejudice to the existing authority under that section conferred by the special resolution of the Company passed on 20 July 1998, the Directors of the Company be and they are generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 (the "Act") to exercise all of the powers of the Company to allot and make offers or agreements to allot relevant securities (as defined in Section 80(2) of the Act) up to an aggregate nominal amount of £6,400,000 (being the increase in the authorised share capital of the Company effected by this resolution) such authority to expire on the earlier of the conclusion of the next Annual General Meeting of the Company and the date falling fifteen months from the date of the passing of this resolution, but so as to entitle the Directors to allot relevant securities after the expiry of such period in pursuance of an offer or agreement entered into prior to such expiry.

SPECIAL RESOLUTION

- 2. THAT, conditional upon the approval of Resolution 1 set out in this notice, the directors of the Company be and they are hereby empowered pursuant to section 95 of the Act to allot equity securities (as defined in section 94 of the Act) pursuant to the authorities conferred by Resolution 1 as if sub-section (1) of section 89 of the Act did not apply to any such allotment provided that the power conferred by this resolution shall expire on the earlier of the conclusion of the next Annual General Meeting of the Company and the date falling fifteen months from the date of the passing of this resolution but so as to entitle the directors to allot equity securities after the expiry of such period in pursuance of an offer or agreement entered into prior to such expiry and shall be limited to:
 - (a) the allotment of equity securities pursuant to the Placing and Open Offer (as defined in the circular to shareholders dated 29 October 1999 of which this notice forms part (the "Circular"));
 - (b) the allotment of equity securities in connection with any invitation made to the holders of Ordinary Shares of 10p in the capital of the Company to subscribe by way of rights where the equity securities attributable to the interests of all holders of Ordinary Shares of 10p in the capital of the Company are proportionate, (as nearly as may be) in the respective number of Ordinary Shares of 10p each in the capital of the Company held by them but subject to any exceptions, exclusions or arrangements which in the opinion of the directors of the Company are necessary or expedient for dealing with fractional entitlements or with any legal or practical problems arising under the laws of any territory under the requirements of any recognised stock exchange or regulatory body;
 - (c) the allotment of equity securities pursuant to the terms of the Unapproved Share Option Scheme; and

- (d) the allotment (otherwise than pursuant to sub-paragraphs (a) and (b) above) of equity securities up to an aggregate nominal value of £329,660.47.



Chairman

PRESENTED BY:

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