

THE COMPANIES ACT 1985
WRITTEN RESOLUTION
OF
CAFÉ ROUGE RESTAURANTS LIMITED

(the "Company")

(Passed on 25 May 2006)



We, the undersigned, being all the members of the Company who (at the date of this resolution) would have been entitled to vote upon the resolution set out below if it had been proposed at a general meeting at which we were present, hereby agree, pursuant to section 381A of the Companies Act 1985 to the following written resolution (which would otherwise be required to be passed as a special resolution):

SPECIAL RESOLUTION

THAT:

- (a) the Company provide financial assistance (as defined in section 152 Companies Act 1985) in relation to:
- (i) the acquisition by Tragus Limited of the entire issued share capital of Tragus Group Holdings Limited;
 - (ii) the refinancing of the acquisition by Tragus Group Holdings Limited of Tragus Holdings Limited in 2005; and
 - (iii) the redemption of 20,500,000 preference shares of £1.00 in Tragus Group Holdings Limited,

by the Company entering into:

- (i) a new senior facilities agreement (containing a guarantee in respect of such facilities);
- (ii) an amended and restated mezzanine facility agreement (containing a guarantee in respect of such facilities);
- (iii) a debenture granting security in respect of such loan facilities;
- (iv) entering into an intercreditor deed;
- (v) upstream loan arrangements pursuant to an intra-group loan agreement and a letter of support; and
- (vi) downstream loan arrangements pursuant to a downstream intra-group loan agreement

(the "**Assistance Documents**") all as more fully described in the directors' statutory declaration of solvency in Form 155(6)(a), a copy of which is attached to this resolution;

- (b) the giving of financial assistance by the Company by the execution of, and the subsequent exercise of rights under, the Assistance Documents be approved;
- (c) the giving of financial assistance by the subsidiaries of the Company (the "**Subsidiaries**") by the execution of, and the subsequent exercise of rights under, the Assistance Documents be approved;
- (d) approval for the Company to enter into the Assistance Documents be given notwithstanding that the Company might be held to be giving financial assistance for the purposes of sections 151 and 152 of the Companies Act 1985; and
- (e) approval for the Subsidiaries to enter into the Assistance Documents be given notwithstanding that the Subsidiaries might be held to be giving financial assistance for the purposes of sections 151 and 152 of the Companies Act 1985.

M. Maney

For and on behalf of **TRAGUS HOLDINGS LIMITED**

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
CAFÉ ROUGE RESTAURANTS LIMITED

The following written resolution was passed by the Company on 25 May 2006 as a special resolution.

SPECIAL RESOLUTION

THAT:

(a) the Company provide financial assistance (as defined in section 152 Companies Act 1985) in relation to:

- (i) the acquisition by Tragus Limited of the entire issued share capital of Tragus Group Holdings Limited;
- (ii) the refinancing of the acquisition by Tragus Group Holdings Limited of Tragus Holdings Limited in 2005; and
- (iii) the redemption of 20,500,000 preference shares of £1.00 in Tragus Group Holdings Limited,

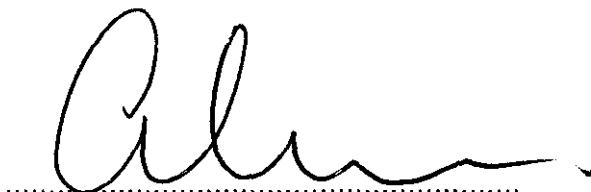
by the Company entering into:

- (iv) a new senior facilities agreement (containing a guarantee in respect of such facilities);
- (v) an amended and restated mezzanine facility agreement (containing a guarantee in respect of such facilities);
- (vi) a debenture granting security in respect of such loan facilities;
- (vii) entering into an intercreditor deed;
- (viii) upstream loan arrangements pursuant to an intra-group loan agreement and a letter of support; and
- (ix) downstream loan arrangements pursuant to a downstream intra-group loan agreement

(the "**Assistance Documents**") all as more fully described in the directors' statutory declaration of solvency in Form 155(6)(a), a copy of which is attached to this resolution;

- (b) the giving of financial assistance by the Company by the execution of, and the subsequent exercise of rights under, the Assistance Documents be approved;
- (c) the giving of financial assistance by the subsidiaries of the Company (the "**Subsidiaries**") by the execution of, and the subsequent exercise of rights under, the Assistance Documents be approved;
- (d) approval for the Company to enter into the Assistance Documents be given notwithstanding that the Company might be held to be giving financial assistance for the purposes of sections 151 and 152 of the Companies Act 1985; and

- (e) approval for the Subsidiaries to enter into the Assistance Documents be given notwithstanding that the Subsidiaries might be held to be giving financial assistance for the purposes of sections 151 and 152 of the Companies Act 1985.

A handwritten signature in black ink, appearing to be 'A. L. ...', written over a horizontal dotted line.

Chairman

Presented by:

Ashurst
Broadwalk House
5 Appold Street
London EC2A 2HA
Tel: 0207 638 1111
Ref: BJH/GYB