

COMPANIES ACT 1948 TO 1985

COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION OF THE SOLE MEMBER OF
THE PELICAN GROUP LIMITED
("THE COMPANY")
COMPANY NUMBER 425057**


DATED 30 July 2002

We, the undersigned, being the sole member of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following resolution as a written resolution pursuant to Section 381A of the Companies Act 1985:

SPECIAL RESOLUTION

THAT:

1. the giving of financial assistance (as defined in Section 152 of the Act) by Heathgate Restaurants Plc (the "Subsidiary") for the purpose of the acquisition by Tragus Holdings Limited (the "Purchaser") of shares in the Company as described in the statutory declaration (the "Subsidiary Statutory Declaration") made pursuant to Section 155(6) of the Act, a copy of which marked "A" and initialled by a Director of the Company for the purposes of identification is annexed hereto, be and it is hereby approved;
2. it is confirmed that under Schedule 15A, Section 4 of the Act, the Subsidiary Statutory Declaration, together with the Auditors' report annexed to it has been supplied to the sole member of the Company either before or at the time at which this written resolution is supplied for signature.


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Signed for and on behalf of
TRAGUS HOLDINGS LIMITED

