

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 31 May 2002

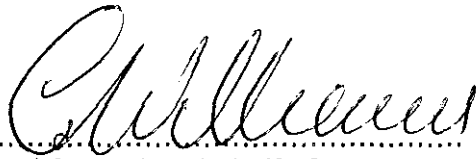
We, the undersigned, being the sole member of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following resolution as a written resolution pursuant to Section 381A of the Companies Act 1985:

WRITTEN RESOLUTION

THAT:

1. the giving of financial assistance (as defined in Section 152 of the Companies Act 1985 (the "Act")) by the Company as described in the statutory declaration (the "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, is in the best interests of the Company and be and it is hereby approved;
2. the giving of financial assistance (as defined in Section 152 of the Act) by each of Handyminster Limited, Finrange Limited, Lawnline Investments Limited, Adamstar Limited, Eastacre Limited, Café Pelican Limited, Yankee Noodle Restaurants Limited, Grenpark Limited, Red Restaurants Limited, Café Rouge Limited and Insignia Restaurants One Plc (the "Subsidiaries") for the purpose of the acquisition by Tragus Holdings Limited (the "Purchaser") of shares in the Company as described in the statutory declarations (the "Subsidiary Statutory Declarations") made pursuant to Section 155(6) of the Act, copies of which marked "B" and initialled by a Director of the Company for the purposes of identification are annexed hereto, be and they are hereby approved;
3. it is confirmed that under Schedule 15A, Section 4 of the Act, the Statutory Declaration and the Subsidiary Statutory Declarations, together with the Auditors' report annexed to each of them, have been supplied to each member of the Company either before or at the time at which this written resolution is supplied for signature; and
4. the entry into by the Company of the following documents was approved on behalf of the Company:
 - 4.1 the facilities agreement (the "Facilities Agreement") between Tragus Holdings Limited (the "Purchaser") (1) certain companies named therein including the Company (2) and Barclays Bank Plc (in its various capacities as Bank and Working Capital Facilities Bank, as defined in the Facilities Agreement) (the "Bank") (3);
 - 4.2 the Working Capital Facility Letter;
 - 4.3 a composite guarantee and debenture in favour of the Bank; and

- 4.4 an intra-group loan agreement between the Purchaser (1) and certain companies named therein including the Company (2).



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Signed for and on behalf of
TRAGUS HOLDINGS LIMITED