

**THE FOLLOWING WRITTEN RESOLUTIONS OF  
THE MEMBERS OF  
EMPIRE INTERNATIONAL RESTAURANTS LIMITED  
WERE PASSED ON 9 DECEMBER 2009**

**Special resolutions**

- 1 'THAT the Company be wound up voluntarily.'
- 2 'THAT, in accordance with the provisions of the articles of association, the Joint Liquidators be and are hereby authorised to:
  - (a) Distribute among the members of the Company in specie the whole or any part of the assets of the Company.
  - (b) Value any assets and determine how the distribution shall be carried out as between the shareholders or different classes of shareholders..
  - (c) Vest the whole or any part of the assets in trustees upon such trust for the benefit of the members as the Joint Liquidators so determine, but no member shall be compelled to accept any asset upon which there is a liability.'
- 3 'THAT, pursuant to section 165(2)(a) of the Insolvency Act 1986, the Joint Liquidators be authorised to exercise any of the powers specified in Part I of Schedule 4 to the said Act.'

**Ordinary resolutions**

- 4 'THAT Stephen Browne and Richard Setchim of PricewaterhouseCoopers LLP, Plumtree Court, London EC4A 4HT be and are hereby appointed Joint Liquidators of the Company for the purposes of such winding up, and any act required or authorised under any enactment to be done by the Joint Liquidators is to be done by all or any one or more of the persons for the time being holding office.'
- 5 'THAT the Joint Liquidators' fees be fixed by reference to the time properly given by the Joint Liquidators and their staff in attending to matters arising in the winding-up, including those falling outside of statutory duties undertaken at the request of the members, such remuneration to be drawn monthly, or at such longer intervals as they may determine.'
- 6 'THAT the Company's books and records be held to the order of the Joint Liquidators, and may not be destroyed until ten years after the dissolution of the Company.'
- 7 'THAT the Certificate of Appointment of the Joint Liquidators together with both the certificate and advertising copies of the resolutions passed herein, be signed by Andrew Trounce "for and on behalf of the members".'

  
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**Andrew Trounce**  
**For and on behalf of the members**

