

Company No. 1816286



SUFFOLK FAST FOODS LIMITED

WRITTEN MEMBERS' RESOLUTION

PURSUANT TO

S.381A COMPANIES ACT 1985

PURSUANT TO Section 381A Companies Act 1985 we, the undersigned, being all the members of the Company entitled at the date hereof to attend and vote at general meetings of the Company **HEREBY AGREE AND CONFIRM** that the following resolutions shall for all purposes have effect as if they had been passed as special resolutions at a general meeting of the Company duly convened and held. Accordingly **WE HEREBY RESOLVE:-**

THAT:

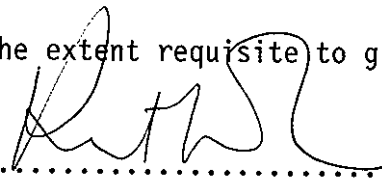
1 Subject to compliance with Sections 155-158 of the Companies Act 1985:-

- (a) the terms of the composite guarantee and debenture (the "Guarantee and Debenture") and its performance by the Company be approved and that the directors of the Company be authorised to cause the execution and delivery of the Guarantee and Debenture in the form produced with such amendments thereto as they shall in their absolute discretion think fit. The Guarantee and Debenture is to be entered into between Anglian Fast Foods Limited ("Anglian"), Norfolk Fast Foods Limited and the Company (together the "Charging Companies") (1) and GiroCredit Bank Aktiengesellschaft der Sparkassen ("the Bank") (2) pursuant to which the Company will covenant to repay all the obligations of Anglian and certain of its subsidiaries to the Bank including those under or as contemplated by a Facilities Agreement between Anglian (1) and the Bank (2) ("the Facilities Agreement") providing for, inter alia, a £6,000,000 term loan and a £1,000,000 revolving credit facility ("the Secured Obligations") and the other Banking Documents referred to therein and guarantee the repayment of the Secured Obligations (other than its own) and secure such obligations by way of first fixed and floating charges over all its undertaking property and assets whatsoever

and wheresoever present and future; and

- (b) the terms of an intra-group loan agreement ("the Intra-Group Loan Agreement") and its performance by the Company be approved and that the directors of the Company be authorised to cause the execution and delivery of the Intra-Group Loan Agreement in the form produced with such amendments thereto as they shall in their absolute discretion think fit. The Intra-Group Loan Agreement is to be entered into between Anglian and its subsidiaries (including the Company) pursuant to which the Company, inter alia, will provide loan facilities to Anglian of up to the Facilities Limit (as defined therein) to be used by Anglian to pay any amounts due under the Facilities Agreement.
- 2 The execution delivery and performance of the Guarantee and Debenture and the Intra-Group Loan Agreement referred to in sub-paragraph 1 of this Resolution (together with ancillary documents referred to therein) is for the benefit of and in the best interests of the Company for the purposes of carrying on its business and that there is full and fair consideration to the Company for the obligations it is undertaking in respect thereof.
- 3 The Guarantee and Debenture and the Intra-Group Loan Agreement referred to in sub-paragraph 1 of this Resolution be entered into on behalf of the Company notwithstanding that the giving of the guarantee and security by the Company pursuant to the Guarantee and Debenture, the performance of the Company's obligations under the Guarantee and Debenture and the provision of the loan facilities pursuant to the Intra-Group Loan Agreement constitute financial assistance within Section 151 of the Companies Act 1985 (the "Act") and that subject to the procedures set out in Sections 155-158 of the Act being followed the giving of such financial assistance by the Company be approved.
- 4 Any act done or document executed pursuant to any of the foregoing paragraphs of this Resolution shall be valid, effective and binding upon the Company notwithstanding any limitation on the borrowing or other powers of the directors of the Company contained in or incorporated by reference in the Company's Articles of Association (any such limitation being hereby suspended, waived, relaxed, or abrogated

to the extent requisite to give effect to the foregoing resolutions).

A handwritten signature in dark ink, appearing to be 'Ruth', is written over a dotted line.

.....
Director
for and on behalf of
ANGLIAN FAST FOODS LIMITED

Dated: 28th August 1996