

Company Number: 1882358

THE COMPANIES ACT 1985

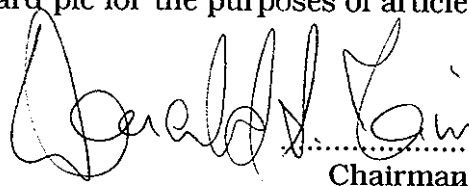
COMPANY LIMITED BY SHARES

RESOLUTION OF CHARLOTTE STREET RESTAURANTS PLC

At an Extraordinary General Meeting of the above-named Company duly convened and held on 20th day of July 1995, the following Resolution was passed as a Special Resolution:

SPECIAL RESOLUTION

THAT the sale and transfer of any shares of the Company to Groupe Chez Gerard Plc pursuant to an offer to all the shareholders of the Company contained in an Offer Document dated 28th June, 1995 be approved notwithstanding a controlling interest in the Company shall be obtained by Groupe Chez Gerard plc for the purposes of article 14.01(a) of the Company's articles of association.


Chairman

Nabarro Nathanson
50 Stratton Street
London W1X 6XN
Ref 1A/GT/C2165/2

