

PARAMOUNT LIMITED
Company Number 1934366
(the "Company")

**Written resolutions of the Company pursuant to
section 381A of the Companies Act 1985 (the "Act")**

We, being the holder of the entire issued share capital of the Company and being the only member of the Company who at the date of these resolutions would be entitled to attend and vote at a general meeting of the Company, HEREBY PASS the following resolutions as written resolutions of the Company and hereby agree that the said resolutions shall for all purposes be as valid and effective as if passed as special resolutions at a general meeting of the Company duly convened and held.

WRITTEN RESOLUTIONS

- 1 THAT subject to compliance with sections 155-158 of the Act, the terms of, the arrangements contemplated by, and the execution, delivery and performance by the Company of:
 - 1.1 an accession agreement to a £68,000,000 senior facilities agreement (the "**Senior Facilities Agreement**") made between (1) Paramount Holdings Limited (the "**Parent**") as guarantor, (2) Paramount Acquisitions Limited (the "**Purchaser**") as guarantor and borrower, (3) The Royal Bank of Scotland plc ("**RBS**") as arranger, agent, issuing bank, security trustee and ancillary lender and (4) the financial institutions defined therein as original lenders and dated 28 September 2006;
 - 1.2 an accession agreement to a mezzanine facility agreement (the "**Mezzanine Facility Agreement**") made between (among others) the Purchaser as borrower, Barclays Bank PLC ("**Barclays**") as mezzanine agent and the financial institutions named therein as lenders and dated 28 September 2006, providing for a mezzanine term facility of up to £9,000,000;
 - 1.3 an accession agreement to an intercreditor agreement (the "**Intercreditor Agreement**") made between the Parent, the Purchaser, the Original Guarantors (as defined therein), the Senior Lenders (as defined therein), RBS as agent for the Finance Parties (as defined therein), the Mezzanine Lenders (as defined therein), Barclays as agent for the Mezzanine Finance Parties (as defined therein), RBS as security trustee (the "**Security Trustee**"), the Intragroup Creditors (as defined therein) and the Investors (as defined therein) and dated 28 September 2006 to govern the priority of claims between the parties to that agreement;
 - 1.4 an accession agreement to a debenture made between the Parent and the Purchaser as chargors and the Security Trustee, pursuant to which the Company will grant fixed and floating charges over substantially all of its assets to the Security Trustee as security for the obligations owed to the Finance Parties (as defined in the Senior Facilities Agreement and the Mezzanine Facility Agreement (together the "**Facilities Agreements**")) by the Obligor (as defined in the Facilities Agreements) under the terms of the Finance Documents (as defined in the Facilities Agreements);



- 1.5 an inter-company loan agreement between Craftbutton Limited (the "**Target**"), the Company, Caffè Uno Brasseries Limited, Paramount Restaurants Limited ("**Paramount Restaurants**") and Groupe Chez Gerard Restaurants Limited (together the "**Target Group**") as lenders and the Purchaser, the Target, the Company and Paramount Restaurants as borrowers (the "**Inter-Company Borrowers**") under which the lenders will provide revolving credit facilities to the Inter-Company Borrowers to finance, among other things, payment of (a) amounts owing under the Facilities Agreements, (b) amounts owing under certain loan notes and deep discounted notes issued by the Purchaser in connection with its acquisition of the entire issued share capital of the Target (the "**Acquisition**") and (c) certain fees and expenses incurred in connection with the Acquisition;
- 1.6 a £1,378,676 overdraft facility letter to be made between, among others, HSBC Bank plc and the Company; and
- 1.7 a letter of representation to be provided to the Company's auditors in connection with, *inter alia*, their preparation of the statutory reports required under section 156(4) of the Act in relation to the financial assistance to be given by the Target Group,

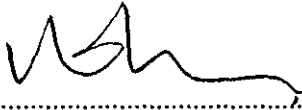
(the documents referred to above together the "**Documents**") be and are hereby approved.

- 2 THAT, subject to compliance with sections 155-158 of the Act, the giving of financial assistance for the purposes of sections 151 and 152 of the Act by the Company as set out in the statutory declarations sworn on the date hereof by the directors of the Company, the board memorandum signed on behalf of the directors of the Company and the associated reports of the auditors of the Company be and are hereby approved.
- 3 THAT (save as already approved above) the terms of, and the transactions contemplated by, the Finance Documents (as defined in the Facilities Agreements) to which the Company is or will be a party be and are hereby approved.
- 4 THAT the execution and performance of the Documents to which it is a party is in the best interests of the Company and the directors of the Company be and hereby are generally authorised and directed to approve the terms of, and the transactions contemplated by, the Documents to which they are a party and any related document or transaction as they might determine at their discretion.
- 5 THAT the memorandum of the Company be amended by the insertion of a new paragraph 3.14 as follows:

"Subject to, and always in compliance with, the provisions of Sections 155 to 158 (inclusive) of the Companies Act 1985 (the "Act") or any re-enactment or amendment thereof (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act or any re-enactment or amendment thereof) for any such purpose as is specified in Section 151(1) and/or 151(2) of the Act or any re-enactment or amendment thereof."

and the following paragraphs of the memorandum of the Company shall be renumbered accordingly.

- 6 THAT these resolutions shall have effect notwithstanding any provision of the Company's articles of association.



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Craftbutton Limited

Dated: 28 SEPTEMBER 2006

A copy of this resolution has been sent to the Company's auditors, or they have been otherwise notified of its contents, at or before the time this resolution was supplied to the sole member for signature.