

Company No 02006409

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

RESOLUTION

-of-

GROUPE CHEZ GERARD RESTAURANTS LIMITED

In accordance with Part 13 Ch 2 Companies Act 2006, the following resolution was passed as a written resolution on 29 September 2011

SPECIAL RESOLUTIONS

- 1 That the provision treated pursuant to Sched 2 para 42(2)(a) Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008 as a provision of the Company's articles of association setting the maximum amount of shares that may be allotted by the Company be and is hereby revoked
- 2 That in place of all existing authorities, the directors be generally and unconditionally authorised pursuant to s 551 Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company, up to a maximum aggregate nominal amount of £30,000,000, for a period expiring (unless previously revoked, varied or renewed) on 1 September 2016
- 3 That, subject to the passing of resolution 2, the directors be generally empowered pursuant to s 570 of the Act to allot equity securities (within the meaning of s 560 of the Act) pursuant to the authority conferred by resolution 2 as if s 561 of the Act did not apply to such allotment



Director

WEDNESDAY



LD3 *L316MYVB* 02/11/2011 108
COMPANIES HOUSE