

THE COMPANIES ACTS 1985 AND 1989

PRIVATE LIMITED COMPANY LIMITED BY SHARES

EST EST RESTAURANTS LIMITED

("the Company")

(Registered No. B(2177931))

WRITTEN RESOLUTIONS OF SHAREHOLDERS

We, the undersigned, being or representing the members of the Company for the time being entitled to receive notice of and attend and vote at a general meeting of the Company hereby resolve in accordance with Section 381A of the Companies Act 1985 and Regulation 93 of the Companies (Tables A-F) Regulations 1985 (as amended) by the Companies (Tables A-F) Amendment Regulations 1985 in each case by way of ordinary and special resolution as follows:-

WRITTEN RESOLUTIONS

1. THAT the authorised share capital of the Company be increased from £214,852 to £214,853 by the creation of an additional 1 Preferred Ordinary Shares of £1.00 each and having the rights set out in the articles of association of the Company.
2. THAT the Directors from time to time of the Company be generally and unconditionally authorised to exercise all powers of the Company to allot up to 1 Preferred Ordinary Share of £1.00 and 207,000 Preference Shares of £1.00 each provided that this authority shall expire five years after the date of these resolutions.
3. THAT the Directors from time to time of the Company be empowered pursuant to section 95 of the Companies Act 1985 to allot the above shares in the capital of the Company pursuant to the authority conferred by the resolution numbered 2 above as if section 89 (1) and 90 (1) and 90 (6) of the Companies Act did not apply to such allotment.

THESE RESOLUTIONS ARE DATED THE 31 DAY OF MARCH 2005

Robert Murray
For and on behalf of Est Est
Est Group Limited

A. T. ...
For and on behalf of The Restaurant Group
plc



