

COMPANIES ACTS 1985-1989

COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION OF THE SOLE MEMBER
OF CAFÉ ROUGE LIMITED ("THE COMPANY")
COMPANY NUMBER 2313772**

DATED 31 May 2002



We, the undersigned, being the sole member of the above mentioned Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following resolution as a written resolution pursuant to section 381A of the Companies Act 1985.

WRITTEN RESOLUTION

THAT:

- (a) the authorised share capital of the Company be increased from £1,000 to £1,750,000 by the creation of 1,749,000 new Ordinary Shares of £1 each ranking pari passu with the existing Ordinary Shares of £1 each;
- (b) the Directors be generally and unconditionally for the purposes of Section 80 of the Company Act 1985 ("the Act") authorised to allot relevant securities (as defined in the said Section) up to an aggregate nominal amount of £1,749,900 such authority to expire on 30 April 2007 save that the Company may, at any time before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired;
- (c) the Directors be empowered pursuant to Section 95 of the Act to allot equity securities (as defined in Section 94(2) of the Act) pursuant to the authority conferred by sub-paragraph (b) above as if Section 89(1) of the Act did not apply to any such allotment provided that this power shall be limited to:
 - (i) the allotment of equity securities in connection with any invitation made to the holders of Ordinary Shares to subscribe by way of rights in the same proportions (as nearly as may be) to their respective holdings but subject to such exclusions or other arrangements as the Directors consider necessary or expedient in connection with Ordinary Shares representing fractional entitlement or on account of either legal or practical problems arising in connection with the laws of any territory or of the requirements of any applicable regulatory body or stock exchange in any territory; and
 - (ii) to the allotment (otherwise than pursuant to sub-paragraph (i) of this paragraph) of equity securities up to an aggregate nominal amount of £1,749,900;

and shall expire at the conclusion of the next Annual General Meeting of the Company or fifteen months after the date thereof if earlier save that the Company may at any time before such expiry make an offer or agreement which would or

might require equity securities to be allotted for cash after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.


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RED RESTAURANTS LIMITED