

Company number: 02313772

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
- of -

CAFÉ ROUGE LIMITED
(the "Company")

16 July 2015 (the "Circulation Date")

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution (the "Resolution").

SPECIAL RESOLUTION

That the articles of association be amended by the inclusion of a new article 10(c) as set out below:

- "(c) Any director of the Company or member of a committee of the Board may participate in a meeting of the Board or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear and speak to each other and any director or member of a committee participating in a meeting in this manner shall be deemed to be present in person at such meeting"

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, being a member of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.

Signed:



Name

STEPHEN RICHARDS (PRINT NAME)

For and on behalf of: Red Restaurants Limited

Date.

16 July 2015



NOTES

- 1 If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods.
 - (a) **by hand.** delivering the signed copy to Grant Wellcome at Taylor Wessing LLP, 5 New Street Square, London EC4A 3TW, or
 - (b) **by post.** returning the signed copy by post to Grant Wellcome at Taylor Wessing LLP, 5 New Street Square, London EC4A 3TW, [or]
 - (c) **by email.** by attaching a scanned copy of the signed document to an email and sending it to g.wellcome@taylorwessing.com Please enter "Written Resolution" in the email subject box

The Company cannot accept agreements to the Resolution which are sent by fax or another electronic means

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Unless, by 28 days after the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolution to be passed, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us on or before this date
4. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document