

ELIANCE RESTAURANTS LIMITED
(the "Company")

MINUTES of a meeting of the Board of Directors (the "Directors") held at

on 22/6 2015 commencing at 14-30 ~~am/pm~~

PRESENT: Nick Boston (In the Chair)

IN ATTENDANCE: Catherine Roe (For and on behalf of Elior UK Holdings Limited)

1. PRELIMINARIES

A quorum being present, the Chairman declared the meeting open.

2 PURPOSE OF MEETING

2.1 The Chairman reported that the purpose of the meeting was to approve

2.1.1 the Report and Accounts of the Company in relation to the period ended 30 September 2014 (the "**Accounts**"); and

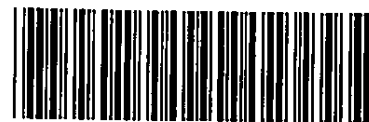
2.1.2 the contents of a letter addressed to PricewaterhouseCoopers LLP ("**PWC**") dated 2015 confirming details in respect of their audit (the "**Representation Letter**")

2.2 The Chairman reminded the Directors of the rationale for the above proposal and the key considerations which had previously been examined by the Directors in relation to them. In addition the Chairman reminded the Directors of their statutory duty to promote the success of the Company for the benefit of its member (both in relation to the above proposal and generally) as set out in at section 172 (1) of the Companies Act 2006.

3 DECLARATION OF INTERESTS

IT WAS NOTED that the Directors had confirmed that they had no interests which they were under a duty to disclose in accordance with section 182 of the Companies Act 2006 in any transaction or arrangement or section 177 of the Companies Act 2006 in any proposed transaction or arrangement with the Company, nor did they have any interest which they were required to disclose in accordance with the Company's articles of association.

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4 **ACCOUNTS FOR THE YEAR ENDED 30 SEPTEMBER 2014**

4.1 The Accounts were produced to the meeting, after due and careful consideration
IT WAS RESOLVED that

4.1.1 the Accounts be and are hereby approved and that any director or the
secretary be authorised to sign Directors' Report on behalf of the
Company and any director be authorised to sign the Balance Sheet;

4 1 2 a copy of the Accounts to be sent to the sole member of the Company
for their information only, and

4.1.3 once signed, the Accounts, be filed with the Companies Registry

5. **REPRESENTATION LETTER**

THERE WAS PRODUCED to the meeting a copy of the Representation Letter
After careful consideration **IT WAS RESOLVED** that the contents of the
Representation Letter be approved and that any director be authorised to
execute the same on behalf of the Company and to arrange for it to be delivered
to PWC as soon as practical.

6. **CLOSE**

There being no further business the meeting was closed.


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CHAIRMAN OF THE MEETING