

Company No. 02892663

**THE COMPANIES ACTS 1985 AND 1989**  
**PRIVATE COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTIONS**

**OF**

**C-SIDE LIMITED**  
**("Company")**



Passed on **12 MARCH** 2001

At an extraordinary general meeting of the Company duly convened and held at **90 LONG ACRE, LONDON, WC2E 9TT** on the above date the following resolutions were duly passed as special resolutions of the Company:

**SPECIAL RESOLUTIONS**

1. That the giving of financial assistance (as defined in section 152 of the Companies Act 1985 ("Act")) by the Company to C-Side (Holdings) Limited ("Newco") for the purpose of the acquisition of shares in the Company as described in the statutory declarations made pursuant to section 155(6) of the Act, copies of which has been produced to the meeting, be and is hereby approved.
2. That the Company approves and the Company be and is hereby authorised to execute the following documents (together, the "Security Documents"), copies of which have

been produced to the meeting, in favour of the Governor and Company of Bank of Scotland ("Bank") (or as appropriate) with such amendments as persons authorised to execute the same may approve:

- 2.1 a facilities agreement between Newco, the Company, Squid & Starfish Limited ("Squid"), Cactus Canteen Limited ("Cactus") and the Bank under which the Bank would agree, subject to the terms and conditions thereof, to lend £8,750,000 to Newco, and to provide a working capital facility letter to Newco, the Company, Squid and Cactus;
- 2.2 a working capital facility letter between Newco, the Company, Squid, Cactus and the Bank under which the Bank would agree to make available an overdraft facility of £500,000 to the Company and Newco;
- 2.3 a composite guarantee and debenture between the Company, Squid, Cactus, Newco and the Bank under which the Company, Squid, Cactus and Newco would charge and mortgage the whole of their property, undertaking and assets (including by way of fixed and floating charge) in favour of the Bank to secure, amongst other things, their liabilities to the Security Beneficiaries (as defined therein); and under which the Company, Squid, Cactus and Newco will guarantee the payment of, amongst other things, all liabilities due or incurred by any Charging Company (as defined therein from time to time) to the Security Beneficiaries;
- 2.4 an intra-group facility agreement between the Company, Squid, Cactus, Newco and the Bank pursuant to which the Company, Squid and Cactus, would agree, subject to the terms and conditions thereof, to put Newco in funds as and when required in order to meet Newco's payment obligations under and in respect of the facilities and certain loan notes to be issued by Newco; and
- 2.5 a loan letter with Newco whereby the Company, together with Squid and Cactus would lend to Newco, in aggregate, £ 100 , 000 to fund the acquisition of the Company.

3. That the execution of the Security Documents and the assumption of its obligations thereunder is in the best interests of the Company and the approval of the Company to enter into the Security Documents is given and authorised notwithstanding that the Company is entering into some of the Security Documents for the purposes of assisting Newco to acquire the Company's shares.
4. That the resolutions shall have effect notwithstanding any provision of the Company's articles of association.



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Duly authorised officer