

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

TAKEABREAK MOTORWAY SERVICES LIMITED

Company No 2941640

(the *Company*)

At an Extraordinary General Meeting of the Company at 55 Victoria Street, London SW1H 0EU on 26 November 1998 the following resolution was passed:

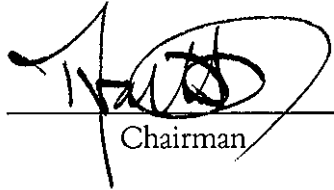
SPECIAL RESOLUTION

1. THAT the provision by the Company of financial assistance (within the meaning of sections 151 and 152 of the Companies Act 1985) for the purpose of reducing or discharging liabilities incurred for the purpose of the acquisition of shares in RoadChef Limited, as described in the related statutory declarations made by the directors of the Company to be tabled at the meeting, be approved with immediate effect.
2. THAT the provision by the Company of financial assistance (within the meaning of sections 151 and 152 of the Companies Act 1985) for the purpose of reducing or discharging liabilities incurred for the purpose of the acquisition of shares in the capital of the Company, as described in the related statutory declarations made by the directors of the Company to be tabled at the meeting, be approved with immediate effect.
3. THAT, conditional upon the passing of Resolutions 1 and 2, the form of the following agreements be approved subject to any amendments which any director or secretary of the Company may consider in his absolute discretion necessary or desirable:
 - (a) the loan agreement to be entered into by the Company and RoadChef Limited;



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- (b) the facility agreement to be entered into by, *inter alios*, Prudential Trustee Company Limited (the **Security Trustee**), the Company, RoadChef Finance Limited (the **Issuer**), RoadChef Motorways Holdings Limited, RoadChef Motorways Limited and Blue Boar Motorways Limited;
- (c) the deed of charge to be entered into by, *inter alios*, the Company, the Issuer, RoadChef Motorways Holdings Limited, RoadChef Motorways Limited, Blue Boar Motorways Limited, Barclays Bank PLC and the Security Trustee;
- (d) the subscription agreement to be entered into by, *inter alios*, the Company, the Issuer, RoadChef Motorways Holdings Limited, RoadChef Motorways Limited, Blue Boar Motorways Limited and the managers of the proposed note issue by the Issuer; and
- (e) the facilities agreement to be entered into between the Security Trustee, the Company, RoadChef Motorways Holdings Limited, RoadChef Motorways Limited, Blue Boar Motorways Limited and the Barclays Bank PLC.


Chairman