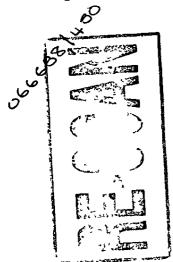
Registered Number 3170142



# (the "Company")

PRIVATE COMPANY LIMITED BY SHARES



SHAREHOLDER'S WRITTEN RESOLUTIONS CIRCULATED ON 25 FEBRUARY 2008 PURSUANT TO CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a special resolution

That the name of the Company be changed to

**STROBE 2 LIMITED** 

LD1 29/02/2008 COMPANIES HOUSE

11

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

We, the undersigned, were at the time the resolutions were circulated entitled to vote on the resolutions and irrevocably agree to the resolutions

Signed

for and on behalf of LUMINAR GROUP HOLDINGS PLC

Date

28 Februar

2008

**EXPLANATORY NOTES FOR SHAREHOLDERS:** 

- If you agree to the resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company by delivering the signed copy to Luminar Group Holdings plc at Luminar House, Deltic Avenue, Rooksley, Milton Keynes, Buckinghamshire MK13 8LW
  - If you do not agree to the above resolutions, you do not need to do anything

HODINGS CIMILED

- Once you have signified your agreement to the resolutions, you may not revoke your agreement
- Unless, by 20 March 2008, sufficient agreement has been received for the resolutions to be passed, they will lapse If you agree to the resolutions, please ensure that signification of your agreement reaches us before or on this date

(22368828 01)

Sufficient agreement will have been reached to pass a special resolution if eligible members representing not less than 75% of the total voting rights of eligible members signify their agreement to it

## (the "Company")

MINUTES of a meeting of the Board of Directors h		
Rooksley, Milton Keynes, Buckinghamshire MK13 8LW	Von VIL Eif	2008

at a(i

**Present:** 

Nicholas Beighton Stephen Thomas

In attendance:

Tım O'Gorman Andrew Marks

#### 1. Quorum and notice

- 1 1 Nicholas Beighton was appointed Chairman for the purposes of the meeting
- The Chairman noted that the meeting had been duly convened and that a quorum was present

#### 2. Directors' interests

Each Director present declared his interest (if any) in the business to be transacted at the meeting in accordance with the requirements of section 317 of the Companies Act 1985 and the Company's articles of association ("Articles") It was noted that, pursuant to the Articles, the directors were entitled to vote and be counted in the quorum on matters in which they are interested

## 3. Business of the meeting

- The Chairman noted that the Company is a part of the Luminar group of which Luminar Group Holdings plc is the ultimate parent company (the "Group") The Group is currently undergoing a reorganisation which is the final stage of an overall Group reorganisation known internally as "Genesis" The reorganisation began in January 2007 when the Group successfully completed the disposal of its entertainment division, which comprised 54 Chicago Rock Cafe and 13 Jumpin Jaks branded venues and an additional 31 non-core units Following this disposal the Group undertook a scheme of arrangement in October 2007 in order to enable the future return to Luminar Group Holdings plc's shareholders of surplus funds
- The Chairman explained that the proposed reorganisation would transfer all ongoing business operations into brand-led statutory entities and would also prepare the Group for the potential disposal of additional non-core assets. The Chairman also explained that as part of the current reorganisation the Group would formalise the provision of financial and management services around the Group.

The chairman reported that the purpose of the meeting was to approve the change of name of the Company

#### 4. Written resolutions

- Having had regard to the purposes for the Group reorganisation as outlined above, IT WAS RESOLVED that the directors propose a special resolution changing the Company's name to STROBE 2 LIMITED and that the proposed resolution be circulated as a written resolution in accordance with Part 2 of Chapter 13 of the Companies Act 2006 to be signed by the sole shareholder of the Company, Luminar Group Holdings ple DAM NOWE NOLDINGS WINTED
- The meeting then adjourned to enable the Company secretary to obtain such signature
- On resumption of the meeting, the Chairman reported that the special resolution changing the Company's name to STROBE 2 LIMITED had been duly passed in writing

## 5. Any other business

- The secretary was instructed to file the Written Resolutions and a copy of the new articles of association
- 6. Close of meeting

There being no further business, the meeting then closed