

Company Number: 3517191

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

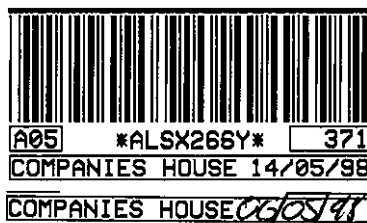
CITY GOURMETS HOLDINGS PLC

Passed 29 April 1998

The following written resolutions were passed by all shareholders of the Company on 29 April 1998 as special and ordinary resolutions:-

SPECIAL RESOLUTIONS

1. **THAT** the articles of association of the Company be replaced entirely by those articles of association attached to this resolution and signed for identification by the Chairman of the Company.
2. **THAT:-**
 - 2.1 the directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 ("the Act") to allot any relevant securities (as defined in section 80(2) of the Act) of the Company up to a maximum aggregate nominal amount of £133,125 provided that:-
 - 2.1.1 this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution unless previously varied, revoked or renewed by the Company in general meeting; and
 - 2.1.2 provided that the Company shall be entitled to make, prior to the expiry of such authority, any offer or agreement which would or might require relevant securities to be allotted after the expiry of such authority and the directors may allot any relevant securities pursuant to such offer or agreement as if such authority had not expired; and



2.2 all prior authorities to allot relevant securities be revoked but without prejudice to the allotment of any relevant securities already made or to be made pursuant to such authorities.

3. THAT:-

3.1 the directors be granted power pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94 of the Act) wholly for cash pursuant to the authority conferred on them by resolution 2 as if section 89(1) of the Act did not apply to any such allotment provided that this power shall be limited to:-

3.1.1 the allotment of up to 725,000 Ordinary Shares of 1p each ("Ordinary Shares") for cash pursuant to a subscription agreement to be entered into on or about 29 April 1998 between inter alia the Company and Solent Nominees Limited in connection with the Amalgamation (as defined in special resolution 4 below)

3.1.2 the allotment of up to 250,000 Ordinary Shares for cash at 5p per share to Mark Horrocks pursuant to an option to be granted to him by the Company on 29 April 1998

3.1.3 the allotment of up to 99,000 Ordinary Shares for cash at 10p per share to holders of options granted under the Pre-Admission Option Scheme to be adopted by the Company pursuant to Ordinary Resolution 2 below

3.1.4 the allotment of equity securities, in connection with a rights issue, subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of, or the requirements of, any regulatory body or any stock exchange or otherwise in any territory; and for the purposes of this resolution "rights issue" means an offer of equity securities to holders of Ordinary Shares in proportion to their respective holdings (as nearly as may be);

3.1.5 the allotment (otherwise than pursuant to paragraphs 3.1.1 to 3.1.4 above) of equity securities up to an aggregate nominal value of £10,451;

and in the case of the authorities contained in 3.1.4 and 3.1.5 shall expire at the conclusion of the next annual general meeting of the Company unless previously varied, revoked or renewed by the Company in general meeting provided that the Company may, before such expiry, make any offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities pursuant to any such offer or agreement as if the power hereby conferred had not expired; and

3.2 all prior powers granted under section 95 of the Act be revoked provided that such revocation shall not have retrospective effect.

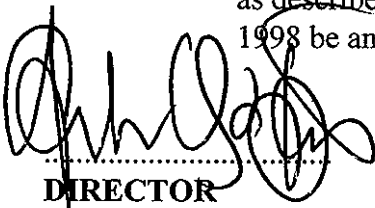
4. **THAT** the amalgamation of the Company with Lanica Trust limited ("Lanica") pursuant to the Amalgamation Proposals substantially on the terms as contained in a circular to be sent by Lanica to its shareholders on or about 30 April 1998 or on such other terms as the directors (in their absolute discretion) and the Financial Services Commission of Guernsey or the Courts of Guernsey shall agree ("Amalgamation") be and is hereby agreed and approved and the directors of the Company be and are hereby authorised to take such steps as they shall in their absolute discretion deem appropriate to put the Amalgamation into effect.

ORDINARY RESOLUTIONS

1. **THAT:-**
- 1.1. the City Gourmets Holdings plc 1998 Approved Executive Share Option Scheme ("the Approved Scheme"), the City Gourmets Holdings plc 1998 Unapproved Share Option Scheme ("the Unapproved Scheme") and the City Gourmets Holdings plc Savings Related Share Option Scheme ("the SAYE Scheme") in the forms set out in the draft rules laid before the meeting and initialled by the Chairman of the meeting for the purposes of identification be and are hereby approved and adopted (subject, in relation to the Approved Scheme and the SAYE Scheme, to paragraph 1.2 of this Resolution) and the directors be and are hereby authorised to establish and to operate and administer the Approved Scheme, the Unapproved Scheme and the SAYE Scheme in accordance with their respective rules and to do all such things necessary or desirable to carry the Approved Scheme, the Unapproved Scheme and the SAYE Scheme into effect;
- 1.2. the directors be and are hereby authorised to make such amendments to the Approved Scheme and/or the Unapproved Scheme and/or the SAYE Scheme as in the opinion of the directors may be necessary or desirable (or as may be consequential thereon) to obtain the approval of the London Stock Exchange and the Inland Revenue as required in accordance with Schedule 9 to the Income and Corporation Taxes Act 1988 (in respect of the Approved Scheme and the SAYE Scheme) or to comply with overseas securities law, exchange control, taxation and/or other legislation and to do all acts and things necessary or desirable to give effect to such amendments and;
- 1.3. the directors be and they are hereby authorised to vote at any directors' meeting on any matter connected with the Approved Scheme and/or the Unapproved Scheme and/or the SAYE Scheme and to be counted in the quorum at such meeting notwithstanding that they may be interested in it, provided that no director may vote or be counted in the quorum on any matter solely concerning his or her own participation in the Approved Scheme and/or the Unapproved Scheme and/or the SAYE Scheme.

2.

THAT the City Gourmets Holdings plc Pre-Admission Share Option Scheme as described in a letter from the Company to its shareholders dated 28 April 1998 be and is hereby approved.



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DIRECTOR