

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

WEDNESDAY



WRITTEN RESOLUTIONS
of
JOOLS ENTERPRISES LIMITED (COMPANY NUMBER 04677900) (the "Company")

25 July 2011 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below be passed as a special resolution (the "**Resolution**")

SPECIAL RESOLUTION

That the Articles of Association of the Company be and are hereby amended as follows

23 Notwithstanding any other provisions of these Articles

- (a) the directors of the Company shall not decline to register any transfer of shares, nor may they suspend registration thereof, where
 - (i) such transfer is executed in favour of any bank or institution to which such shares have been mortgaged or charged, including any nominee, receiver or agent of such bank or institution (a "**Secured Institution**"); or
 - (ii) such transfer is executed by a Secured Institution pursuant to the power of sale under such security and a certificate by an official of such Secured Institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts, or
 - (iii) the shares are delivered to the Company for registration by a Secured Institution in order to perfect its security over those shares,

and the directors of the Company shall immediately register any such transfer of shares upon receipt,

- (b) any provision in these Articles constituting pre-emption or similar rights or imposing any restriction on the transfer of, or requiring the consent of any person for the transfer of, any share in the Company shall not apply in relation to any transfer of a share in the Company in any of the circumstances referred to in paragraphs (a)(i), (ii) or (iii) above, and
- (c) any lien on shares which the Company has shall not apply in respect of any shares which have been charged to a Secured Institution

We, the undersigned, being the sole member of all of the issued A Ordinary Shares of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution

A duly authorised signatory, for and on behalf of Jamie Oliver Holdings Limited

Notes to members

- 1 If you agree with the above Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company
- 2 If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply
- 3 A member's agreement to a written resolution, once signified, may not be revoked. Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 4 The Resolution must be passed before the date falling 28 days after the Circulation Date, otherwise it will lapse