

**PandoraExpress 1 Limited (company number 4688642)**  
**(the "Company")**

**Written Special Resolutions of the Sole Member of the Company**

Circulation date 12 November 2014

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (the "Resolutions")

**SPECIAL RESOLUTIONS**

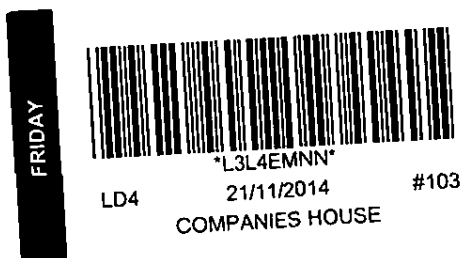
We, being sole member of the Company, hereby resolve in accordance with Chapter 2 of Part 13 of the Companies Act 2006 as follows

- 1 That pursuant to the provisions of section 21 of the Companies Act 2006, the articles of association of the Company be amended by replacing the wording currently contained in Article 7 2 with the following

*"The directors may, in their absolute discretion and without giving any reason for so doing, decline to register any transfer of any share, whether or not it is a fully paid share Notwithstanding anything otherwise provided in these articles or Table A (whether by way of or in relation to pre-emption rights, restrictions on or conditions applicable to share transfers or otherwise) or otherwise, the directors shall not decline to register any transfer of shares nor suspend the registration thereof where such transfer is in favour of*

- (a) *a chargee or mortgagee of any shares,*
- (b) *any nominee of a chargee or mortgagee of any shares,*
- (c) *a purchaser of any shares from a chargee or mortgagee (or its nominee) of any shares, or*
- (d) *a purchaser of any shares from any receiver, administrative receiver or administrator appointed by a chargee or mortgagee of any shares*

*in connection with any security document or instrument entered into by or binding on the company, any holding company of the company or any member of its group as at the date of the resolution on which these amended articles were adopted (as each may be amended, novated, supplemented, replaced, renewed, extended or restated (however fundamentally and whether or not more onerously) from time to time) Regulation 24 of Table A shall be modified accordingly "*



## AGREEMENT

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

The undersigned, a person entitled to vote on the Resolution on 12 November 2014, hereby irrevocably agrees to the Resolution

Signed by PizzaExpress Operations Limited

Date 12 November 2014

Handwritten signature of Andy Ph and initials R.H.

#### NOTES

- 1 If you agree with the Resolutions, 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 Resolutions you do not need to do anything you will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 4 Unless, by midnight on the date falling 28 days after the circulation date sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company before this time
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

**PandoraExpress 4 Limited (company number 4688632)**  
**(the "Company")**

**Written Special Resolutions of the Sole Member of the Company**

Circulation date 12 November 2014

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (the "Resolutions")

**SPECIAL RESOLUTIONS**

We, being sole member of the Company, hereby resolve in accordance with Chapter 2 of Part 13 of the Companies Act 2006 as follows

- 1** That pursuant to the provisions of section 21 of the Companies Act 2006, the articles of association of the Company be amended as follows

- 1.1** Replace the wording currently contained in Article 7.2 with the following

*"The directors may, in their absolute discretion and without giving any reason for so doing, decline to register any transfer of any share, whether or not it is a fully paid share. Notwithstanding anything otherwise provided in these articles or Table A (whether by way of or in relation to pre-emption rights, restrictions on or conditions applicable to share transfers or otherwise) or otherwise, the directors shall not decline to register any transfer of shares nor suspend the registration thereof where such transfer is in favour of*

- (a) a chargee or mortgagee of any shares,*
- (b) any nominee of a chargee or mortgagee of any shares,*
- (c) a purchaser of any shares from a chargee or mortgagee (or its nominee) of any shares or*
- (d) a purchaser of any shares from any receiver, administrative receiver or administrator appointed by a chargee or mortgagee of any shares*

*in connection with any security document or instrument entered into by or binding on the company, any holding company of the company or any member of its group as at the date of the resolution on which these amended articles were adopted (as each may be amended, novated, supplemented, replaced, renewed, extended or restated (however fundamentally and whether or not more onerously) from time to time). Regulation 24 of Table A shall be modified accordingly."*

- 1.2** Delete the wording currently contained in Article 30

# **AGREEMENT**

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

The undersigned a person entitled to vote on the Resolution on 12 November 2014, hereby irrevocably agrees to the Resolution

Signed by PandoraExpress 3 Limited

Date 12 November 2014



**NOTES:**

- 1 If you agree with the Resolutions, 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 Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 4 Unless, by midnight on the date falling 28 days after the circulation date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company before this time
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document