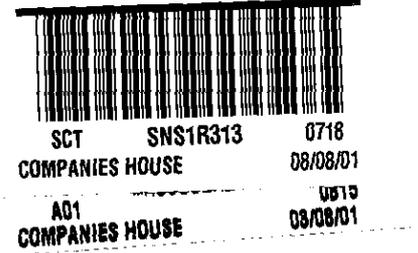


No: SC031456

THE COMPANIES ACT 1985 (AS AMEND

Company limited by shares



RESOLUTIONS

of

BURGERKING LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held on 26th July 2001 the following resolutions were passed as ordinary resolutions:

ORDINARY RESOLUTIONS

1. THAT the special rights, restrictions and provisions attached to the 30,672,000 cumulative non-redeemable Preference Shares of £1 each in the capital of the Company (the "Preference Shares") are hereby altered by the deletion of paragraph (4) of the ordinary resolution passed at the Extraordinary General Meeting of the Company held on 26th May, 1992, and the insertion in its place of the following clause:

"(4) Conversion

The holders of the Preference Shares shall be entitled at any time to convert all of the Preference Shares into Ordinary Shares, and the following provisions shall have effect:

- (a) the conversion shall be effected by an ordinary resolution passed at a general meeting of the Company;
 - (b) the conversion shall take effect immediately upon the date on which such resolution is passed; and
 - (c) the Ordinary Shares resulting from the conversion shall rank *pari passu* in all respects with the remaining Ordinary Shares in the capital of the Company."
2. THAT, subject to and conditionally upon the passing of resolution 1, the Preference Shares are hereby converted into Ordinary Shares in