

WICK RETAIL LIMITED ("the Company")

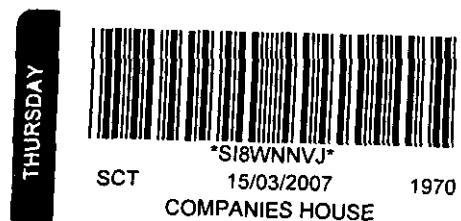
COMPANY NUMBER SC299682

WRITTEN RESOLUTION OF SHAREHOLDERS

Pursuant to Section 381A of the Companies Act 1985 (as amended) (the "Act")

We, the undersigned, being all of the members of the Company entitled to attend and vote at a general meeting of the Company hereby resolve in accordance with Section 381A of the Companies Act 1985 that the following resolution be passed as a special resolution as if passed at a general meeting of the Company duly convened and held

- 1 THAT, subject to compliance with sections 155 to 158 of the Act, the giving of financial assistance (as defined in section 152 of the Act) by the Company to Wick Property Investments Limited ("**the Purchaser**") in connection with the acquisition by the Purchaser of One (1) Ordinary share and in the Company (the "**Acquisition**") as described in the statutory declaration form 155(6)(a) made pursuant to section 155(6) of the Act, a copy of which has been delivered to the members along with this resolution, be and is hereby approved
- 2 THAT the Company approves the terms of and the transactions contemplated by the following documents (together the "**Transaction Documents**"), and the Company be and is hereby authorised to execute and enter into the Transaction Documents, copies of which were delivered to the members, with such amendments as persons authorised to execute the same approve
 - 2 1 a standard security by the Company in favour of the Bank (the "**Standard Security**") over ALL and WHOLE those subjects known as South Road Retail Park, Wick, registered in the Land Register of Scotland under title number CTH2159 (the "**Security Subjects**"),
 - 2 2 an assignation of rents by the Company in favour of the Bank in terms of which the Company assigns to and in favour of the Bank over the rent and other monies due and to become due to the Company in terms of the Leases (as defined in the Assignation of Rents) affecting the Security Subjects (the "**Assignation of Rents**"),
 - 2 3 a guarantee on account of the obligations of the Company and the Purchaser in favour of the Bank (the "**Guarantee**"), and
 - 2 4 a floating charge by the Company in favour of the Bank over all the property and undertaking of the Company (the "**Floating Charge**")
- 3 THAT the execution of the Transaction Documents and the assumptions of its obligations thereunder is in the best interests of the Company and the approval of the Company to enter into the Transaction Documents is given and authorised notwithstanding that the Company is entering into some of the Transaction Documents for the purpose of assisting the Purchaser in the



Acquisition each of which would constitute financial assistance within the meaning of sections 151 to 158 of the Act

- 4 THAT the resolutions shall have effect notwithstanding any provision of the Company's articles of association


For Herbel Restaurants Limited

21/2/2007

Date