

THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES  
CAPITAL GROUP RESTAURANTS LIMITED  
(the Company)

WRITTEN RESOLUTION

30 January 2017 (the Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as an ordinary resolution in regards to resolution 1 and as a special resolution in regards to resolution 2 (together the Resolutions)

**Disapplication of pre-emption rights, directors' discretion to refuse to register a transfer of shares and liens**

That the current articles of association of the Company be amended to include the following article

"Article 39

Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this Article (to the effect that any provision contained in this Article shall override any other provision of these articles)

- 1 The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer
  - (a) is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (Secured Institution) (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts), or

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- (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or
- (c) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise

- 2 The directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in 1(a) above)
- 3 The lien set out in article 10, shall not apply to shares held by a Secured Institution (as defined in 1(a) above)

Any variation of this Article shall be deemed to be a variation of the rights of each class of share in the capital of the Company"

#### Agreement

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

Pursuant to section 288 of the Companies Act 2006, I, the undersigned, being the sole member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions



THE CAPITAL GROUP LIMITED

30 January 2017  
DATE

#### Notes

- 1 If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it by email or by hand to Wallace LLP, One Portland Place, London W1B 1PN or [jocelyn.cooke@wallace.co.uk](mailto:jocelyn.cooke@wallace.co.uk)
- 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. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 3 Unless by the date falling 28 days after the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date

- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 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.