

Written Resolution

EPL Acquisitions Limited (Company Number: 05936446)

(the "Company")

Resolution in writing

The following resolutions were passed as written resolutions of the Company on in accordance with the Articles of Association of the Company

We refer to the Minutes of a meeting of the board of directors of the Company held on 29 November 2006 at 20.45 (GMT) (the "**Minutes**") Unless otherwise defined herein, capitalised terms used in this written resolution shall have the meaning and interpretation given to those terms in the Minutes We, being, at the date of these minutes, all those members entitled to attend and vote at meetings of the Company convened for the purpose of passing or sanctioning the following resolutions, hereby resolve unanimously in accordance with Section 381A of the Companies Act 1985 (as amended) (the "**Act**") as follows

1 That it is in the best interests of, and to the further benefit and advantage of, the Company to

- (a) enter into the Senior Facilities Agreement,
- (b) enter into the Mezzanine Facility Agreement,
- (c) enter into the Intercreditor Agreement,
- (d) enter into the Debenture,
- (e) enter into the Share Pledge Agreement, and
- (f) execute the Power of Attorney,

collectively referred to as the "**Documents**"

2 That the terms of the transactions contemplated by, and the execution, delivery, and performance of the Documents to which the Company is a party are hereby approved, and the execution by the Company of the Power of Attorney is hereby ratified and approved

3 That the Directors are instructed to take any action in connection with the negotiation, execution, delivery and performance of the Documents and the Transactions as they shall deem necessary or appropriate



A handwritten signature in black ink is located below the text 'Chairman/Secretary/Director'.

Chairman/Secretary/Director

For and on behalf of EPL Acquisitions Limited

EPL Acquisitions Limited (Company Number 05936446)
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