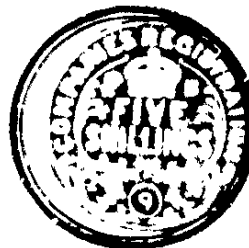


THE COMPANIES ACTS 1908 TO 1917.



A
Company
Registration
Fee Stamp
must be
suppressed
here

DECLARATION of Compliance with the requirements of the Companies

1909 pursuant to section 15 (2)
(Consolidation) Act, 1909, on behalf of a Company proposed to be registered

as Cog & Or Restaurant Company Limited

LIMITED.

Pursuant to Section 17 (2) of Companies (Consolidation) Act 1909:

Presented for filing by

Gordon, Ladds & Co,



11, 12 & 13, Cannon Street, London, E.C. 4.

H. HOWES & CO., LTD.,

Company Printers, Publishers & Stationers.

1, UNION COURT, OLD BROAD STREET, LONDON, E.C. 2.

2, GRESHAM BUILDINGS, BASINGHALL ST. ECT, LONDON, E.C. 2.

I ... Frederick Walter Hatcliff

of ... 11/12 St James' Place in the County of London.

(a) Here insert:
"A Solicitor of
the High Court
engaged in the
formation,"
or
"A Director' or
Secretary named
in the Articles of
Association."

Do solemnly and sincerely declare that I am (a) ^a
Solicitor of the Supreme Court engaged in the
formation of Coc d'Or Restaurant Company Limited

of ... Stratton House, Piccadilly, in the City of ...
Westminster.

Limited, and That all the requirements of the Com-
panies (~~Consolidation~~) Act, ¹⁸⁴⁹ ~~1869~~, in respect of matters precedent
to the registration of the said Company and incidental thereto
have been complied with. And I make this solemn Declaration
conscientiously believing the same to be true and by virtue of
the provisions of the "Statutory Declarations Act, 1835"

Declared at ... 7 ... St James's Place ...
in the County of London.

the ... 24th ... day of September.

One thousand nine hundred and thirty...
six

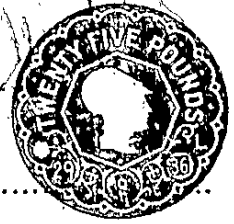
Before me,

W. C. Dawson

A Commissioner for Oaths.

F. W. Hatcliff

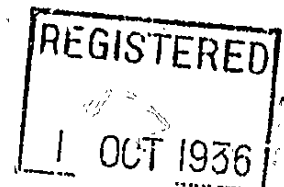
Redeclared at 7. St James's Place
in the County of London the 29th
day of September One thousand
nine hundred and thirty six.



.....CORPORATION RESTAURANT.....COMPANY, LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891, as amended by s. 7 of the Finance Act, 1899, and s. 39 of the Finance Act 1920. (NOTE.—The Stamp Duty on the Nominal Capital is One Pound for every £100 or fraction of £100.)

This Statement is to be filed with the Memorandum of Association, or other Document, when the Company is registered.



Presented for registration by

..Gordon, Dadds & Co.,.....

11/12 St James's Place, London S W 1

H. HOWES & CO., LTD., Company Printers, Publishers & Stationers,

BELL YARD (next to Law Society), TEMPLE BAR, LONDON, W.C.2.
Tel.: HOLBORN 3073.

:: :: 78, BISHOPSGATE, LONDON, E.C.2. :: ::
Tel.: LONDON WALL 9897.

4, UNION COURT, OLD BROAD STREET, LONDON, E.C.2.
Tel.: LONDON WALL 0237 & 0218.

20, COPTHALL AVENUE LONDON, E.C.2.
Tel.: LONDON WALL 2431.

27 & 28, OLD JEWRY, CHEAPSIDE, LONDON, E.C.2.
Telephone: METROPOLITAN 4679.

Works—HOWCO HOUSE, 62A, SOUTHWARK STREET, S.E.1.
Tel.: HOP 3455

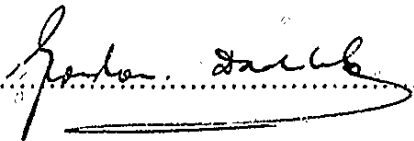
The NOMINAL CAPITAL of the Coq d'Or Restaurant

..... Company, Limited,

is £5000....., divided into 2000 5% Preference Shares of One
..... shares of £

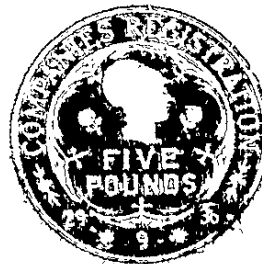
Pound each and 3000 Ordinary Shares of One Pound each
each.

Signature



Description..... Solicitors to the Company

Date 23 September 1936



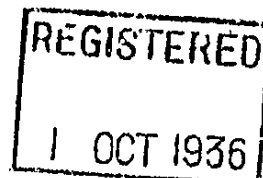
THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

COQ d'OR RESTAURANT CO. LIMITED.



1. The name of the Company is "COQ d'OR RESTAURANT CO., LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are :-
 - (a) To carry on business as restaurant proprietors, caterers, proprietors of hotels, licensed victuallers, wine and spirit merchants, manufacturers and importers of mineral and aerated waters and other drinks, bakers, confectioners, pastry cooks, sweet merchants, cigar merchants, tobacconists, ice cream manufacturers, meat salesmen, dairymen, gardeners, farmers, game and poultry dealers, corn dealers, food and provision dealers, cold storage and depository proprietors, chemists, perfumers, hairdressers, laundrymen, dyers, cleaners, manufacturers agents, proprietors of clubs, baths, theatres, rooms and places of recreation, sport, entertainment or amusement proprietors of dance halls and bands and orchestras, railway and shipping agents, tourists agents and undertakers of agencies generally, garage, cab, coach, car, lorry and omnibus proprietors, carriers and general storekeepers.
 - (b) To carry on in any part of the world any other business which may seem to the Company capable of being conveniently carried on in connection with any business which this Company is authorised to carry on or may seem to the Company calculated directly or indirectly to benefit the Company or to enhance the value of or render profitable any of the Company's properties or rights.

- (c) To acquire and carry on all or any part of the business or property and to undertake any liabilities of any person, firm, association or Company possessed of property suitable for any of the purposes of this Company or carrying on any business which this Company is authorised to carry on and as the consideration for the same to pay cash, or to issue any shares, stocks or obligations of this Company.
- (d) To enter into partnership or into any arrangement for sharing profits, union of interest, joint adventure, reciprocal concessions or co-operation with any person or company carrying on engaged in or about to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and to take or otherwise acquire and hold, sell, reissue or otherwise deal with shares or stock in or securities or obligations of and to subsidise or otherwise assist any such Company and to guarantee the principal or interest of any such securities or obligations or any dividends upon any such shares or stocks.
- (e) To borrow or raise or secure the payment of money and for those or other purposes to mortgage or charge the undertaking and all or any part of the property of the Company and rights of the Company present or after acquired including uncalled capital and to create, issue, make, draw, accept and negotiate perpetual or redeemable debentures or debenture stock, bonds or other obligations, bills of exchange, promissory notes or other negotiable instruments.
- (f) To lend money with or without security to any Company, corporation, society, association, firm or person and in particular to any member of, or persons having dealings with, or in whose business the Company shall be interested and to guarantee the payment of any money or the performance of any contract or obligation of any such company, corporation, society, association, firm or person.
- (g) To sell, let, develop, exchange, mortgage, lease or license on rent, royalty, tribute, share of profits or otherwise, or to grant licenses, easements and other rights in respect of and over and in any other manner to turn to account, dispose of or otherwise deal with the undertaking or all or any part of the property of the Company upon any terms with power to accept as the consideration any shares, stocks or obligations of or interest in any other Company.
- (h) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incidental to the formation, registration and advertising of or raising money for the Company and the issue of

its capital including brokerage and commissions for obtaining applications for or taking, placing or underwriting shares, debentures or debenture stock and to apply at the cost of the Company to Parliament for any extension of the Company's powers.

- (i) To enter into any arrangement with any governments or authority (supreme, municipal, local or otherwise) and to obtain from any such government or authority any rights, concessions and privileges that may seem conducive to the Company's objects or any of them.
- (j) To establish and support or aid in the establishment and support of associations, institutions and conveniences calculated to benefit any of the employees or ex-employees of the Company or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
- (k) To promote any company or companies for the purpose of its or their acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly, calculated to benefit this Company and to pay all the expenses of or incidental to such promotion.
- (l) To carry out all or any of the foregoing objects as principals or agents or in partnership or in conjunction with any other person, firm, association or company or by means of any subsidiary or auxiliary company and in any part of the world.
- (m) To take all such steps and do all such acts or things as may be necessary or expedient to procure the Company to be registered, incorporated, legalised or otherwise recognised, empowered or represented in any foreign country, Colony, State, Dependency or elsewhere.
- (n) To do all such other things as are incidental or conducive to the attainment of the above objects.

4. The liability of the Members is limited.✓

5. The Share Capital of the Company is £25,000 divided into 2,000 5% Preference Shares of £1 each and 3,000 Ordinary Shares of £1 each with power to increase the capital by the creation of shares of such class and amount as may be determined and to consolidate or subdivide the shares into shares of larger or smaller amounts and to issue all or any part of the original or any additional capital as fully paid or partly paid shares and with any such special or preferential rights or privileges or subject to any special terms or

(4)

conditions and either with or without any special designation and also from time to time to alter, modify, commute, abrogate or deal with any such rights, privileges, terms, conditions or designations in accordance with the regulations for the time being of the Company.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
<p><i>John Ernest Turner</i> <i>14 Thorngate House.</i> <i>Paddington</i> <i>W.9.</i> <i>Solicitor Clerk.</i></p>	<p><i>One ordinary share.</i></p>
<p><i>Edward Thompson.</i> <i>177. Crowborough Road,</i> <i>Tooting.</i> <i>S.W.17.</i> <i>Solicitors Clerk.</i></p>	<p><i>One ordinary share.</i></p>

DATED the 25th day of September 1936.

WITNESS to the above Signatures :-

W. Hatch

11 & 12 St James's Place
London. S.W.1
Solicitor.

319037



(6)

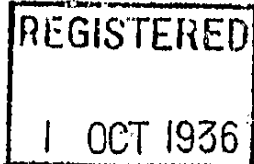


THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

Articles of Association

COQ d'OR RESTAURANT CO. LIMITED.



PRELIMINARY.

1. Subject as hereinafter provided the regulations in Table "A" in the First Schedule to the Companies Act 1929 (hereinafter referred to as "the Act") shall apply to the Company.

2. The Company is registered as a Private Company within the meaning of Section 26 of the Act, and accordingly :-

- (A) The right to transfer shares is restricted in manner hereinafter provided.
- (B) The number of Members of the Company (not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in such employment, and have continued after the determination of that employment to be, Members of the Company) is limited to fifty. Provided that where two or more persons hold one or more shares in the Company jointly, they shall, for the purpose of this Article, be treated as a single person.
- (C) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

3. The initial share capital of the Company is £5,000 divided into 2,000 5% Preference Shares of £1 each and 3,000 Ordinary Shares of £1 each with power to increase the capital by the creation of shares of such class and amount as may be determined and to consolidate or sub-divide the shares into shares of larger or smaller amounts, and to issue all or any part of the original or any additional capital as fully paid or partly paid shares and with any such special or preferential rights or privileges or subject to any special terms or

conditions and either with or without any special designation, and also from time to time to alter, modify, commute, abrogate or deal with any such rights, privileges, terms, conditions or designations in accordance with the regulations for the time being of the Company.

SHARES.

4. Subject to the provisions of Clause 2 hereof the shares of the Company shall be allotted by the Directors to such persons at such times and upon such terms and conditions and either at a premium or at par as they think fit, and with full power to give to any person the call on any shares either at par or at a premium during such time and for such consideration as the Directors think fit.

5. The following provisions shall have effect and shall be added after Clause 6 of Table "A" viz :-

- (1) The Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in the Company, or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares in the Company, but so that the amount or rate of commission shall not exceed 10 per cent. of the price at which the shares are issued. Any such commission may be paid in cash or shares. The Company shall deliver to the Registrar of Companies a statement as required by Section 43 of the Act and shall otherwise comply with that Section and with Section 44 and 108 and (when necessary) with Section 42.
- (2) The Company shall not be bound to recognise or take notice of any interest or claim of any kind in or to any share, other than the ownership of the registered holder for the time being, and the Company shall be entitled to treat such ownership as absolute, notwithstanding notice to the contrary.

LIEN.

6. The Company shall have a lien on every share whether fully paid or not, and whether registered in the name of one or more members and accordingly in Clause 7 of Table "A" the words "not being a fully paid share" and "other than fully paid shares" shall be deleted and the words "a single person" shall be deleted and the words "any Member, whether alone or jointly with other members" shall be substituted therefor.

CALLS ON SHARES.

7. In Clause 11 of Table "A" the words "provided that no call shall exceed one-fourth of the nominal amount of the share or be payable at less than one month from the last call" shall be omitted.

TRANSFER AND TRANSMISSION OF SHARES.

8. The following provisions shall have effect and shall be added after Clause 18 of Table "A" viz :-

- (1) No share in the Company shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.
- (2) Every member or other person who intends to transfer shares (hereinafter called "the Vendor") shall give notice in writing to the Board of his intention. That Notice shall constitute the Board his agent for the sale of the said shares to Members of the Company at a price to be agreed upon by the Vendor and the Board or in case of difference, at the price which the Auditor of the Company for the time being shall certify by writing under his hand to be in his opinion the fair selling value thereof as between a willing vendor and a willing purchaser.
- (3) Upon the price being fixed as aforesaid the Board shall forthwith give notice in writing to all Members of the Company of the number and price of the shares to be sold and invite each of them to state in writing within twenty one days from the date of the said notice whether he is willing to purchase any, and if so, what maximum number of the said shares.
- (4) At the expiration of the said twenty-one days the Board shall give notice to the Vendor of the number of shares which the Members of the Company are willing to purchase and shall allocate those shares to or amongst the Member or Members who shall have expressed his or their willingness to purchase as aforesaid, and (if more than one) so far as may be pro rata according to the number of shares held by them respectively, provided that no member shall be obliged to take more than the said maximum number of shares so notified by him as aforesaid. Upon such allocation being made the Vendor shall be bound on payment of the said price to transfer the shares to the purchaser or purchasers, and if he shall make default in so doing, the Board may receive and give a good discharge for the purchase money on behalf of the Vendor and may enter the name of the Purchaser in the register of Members as holder by transfer of the said shares purchased by him.
- (5) In the event of the whole of the said shares not being sold under the foregoing provisions of this article, the Vendor may at any time after the expiration of eight weeks from the date on which he gave notice, under paragraph (2) of this clause, of his intention to sell, transfer the shares not so sold to any person (subject to Clause 19 of Table "A" as varied by Clause 9 hereof) and at any price.

9. The Directors may decline to register any transfer of shares not being fully paid shares to any person not being already a Member of the Company and without assigning any reason whatsoever for so declining. Accordingly in Clause 19 of Table "A" between the words "not approve" and "and may" the words "not being already a member of the Company" shall be inserted.

CONVERSION OF SHARES INTO STOCK.

10. Clauses 30 to 33 inclusive of Table "A" shall not apply.

PROCEEDINGS AT GENERAL MEETINGS.

11. Two Members may demand a Poll and Clause 50 of Table "A" shall be deemed to be altered and modified accordingly.

12. Any Ordinary Resolution of the Company determined on without any General Meeting and evidenced by writing under the hands of the Members of the Company holding all the issued ordinary shares of the Company shall be as valid and effectual as an Ordinary Resolution duly passed at a General Meeting of the Company.

13. Clause 54 of Table "A" shall not apply and the following clause shall be substituted therefor :-

54. On a show of hands every member present in person being a holder of ordinary shares shall have one vote. On a poll every member shall have one vote for each ordinary share of which he is the holder but the holders of preference shares shall be entitled to one vote in respect of each preference share of which he is the holder only during such times as any dividend on such shares has accrued due and remains unpaid and not otherwise.

14. No person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at the meeting at which he acts as proxy, or he has been appointed to act at that meeting as proxy for a Corporation and Clause 59 of Table "A" shall be deemed to be altered and modified accordingly.

DIRECTORS.

15. Clause 64 of Table "A" shall not apply and the following clause shall be substituted therefor :-

64. (a) The number of Directors shall not be less than three nor more than five.

(b) The first Directors shall be :- Guido Henry Sartori, Ernest Berthaud and Louis Jackson and they shall be Directors so long as they respectively shall live (unless they shall become disqualified by the provisions of Clause 18 hereof) and accordingly they shall not be subject to retirement by rotation and Clause 80 of Table "A" shall not apply to such Directors.

16. The qualification of a Director shall be the holding of shares in the Company of a nominal value of not less than £500 and Clause 66 of Table "A" shall be deemed to be modified accordingly.

17. Clause 69 of Table "A" shall not apply.

DISQUALIFICATION OF DIRECTORS.

18. Clause 72 of Table "A" shall not apply and the following clause shall be substituted therefor :-

72. The office of Director shall be vacated if the Director :-

- (A) Fails to obtain his qualification within one month from the date of his appointment or thereafter ceases at any time to hold his qualification.
- (B) Becomes bankrupt or suspends payment or compounds with his creditors.
- (C) Becomes prohibited from being a Director by reason of any Order made under Sections 217 or 275 of the Act.
- (D) If found lunatic or becomes of unsound mind.
- (E) Resigns his office by notice in writing to the Company.

Provided that any Director may make or be interested in any contract or arrangement with the Company as if he were not a Director. Provided nevertheless that such Director shall have previously disclosed the nature of his interest in any contract or arrangement or proposed contract or arrangement in manner provided by Section 149 of the Act and thereupon such Director shall not be liable to account for any profit arising out of such contract or arrangement.

19. A Director may hold any position or office of profit under the Company in addition to his Directorship except that of auditor and the terms and conditions of his employment may be fixed by the Board.

ROTATION OF DIRECTORS.

20. In Clause 73 of Table "A" the words "the whole of the Directors shall retire from office" shall be deleted.

PROCEEDINGS OF DIRECTORS.

21. The quorum necessary for the transaction of the business of the Directors may (except whilst there is a sole Director) be fixed by the Directors, and until so fixed shall be three. Clause 82 of Table "A" shall be deemed to be modified accordingly.

22. A resolution determined on without any meeting of Directors and evidenced by writing under the hands of all

the Directors, or a sole Director, or of all the Members of a Committee, or of a sole Member of a Committee, shall be as valid and effectual as a resolution duly passed at a meeting of the Directors or of such Committee.

23. A Director may nominate any member of the Company to act as an alternate Director in the absence of the Director nominating him, and such person shall be deemed duly appointed to act in that capacity upon his name being submitted to the Directors and being approved by them, but not otherwise; and he may be removed from office by the Directors at any time. The Directors shall have full powers to decline to appoint any nominee and also to remove him from office without assigning any reason for their action. Whilst an alternate Director holds office he shall be entitled to notices of meetings of the Directors and to attend and vote thereat accordingly. It shall not be necessary for any alternate Director appointed hereunder to hold any shares to enable him to qualify as a Director.

DIVIDENDS AND RESERVE.

24. Subject to the rights attaching to shares issued upon special conditions and subject also to the setting aside for reserves of such sum as the Directors may from time to time determine the profits of the Company in each year or other period comprised in the accounts to be submitted at any General Meeting of the Company shall be applicable first in payment to the holders of the Preference Shares of a cumulative dividend of 5% per annum on the amounts paid up or credited as paid up on the Preference Shares held by them respectively and secondly in payment of the residue of such profits then remaining rateably amongst the holders of the Ordinary Shares in proportion to the amounts paid up or credited as paid up on the Ordinary Shares held by them respectively. Clause 92 of Table "A" shall be deemed to be modified accordingly.

ACCOUNTS.

25. Clause 101 of Table "A" shall not apply.

NOTICES.

26. Clause 104 of Table "A" shall be deleted and the following substituted therefor :-

104. A Member who has no registered address in the United Kingdom, and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, shall not be entitled to receive any notices from the Company.

WINDING-UP.

27. ²⁴
22. If the Company shall be wound up the assets available for distribution among the members shall be applied first in repayment of the amount paid up or credited as paid up on the Preference Shares respectively together with all arrears of preferential dividend down to the commencement

of the winding up and the excess, if any, shall be distributed among the members holding ordinary shares in proportion to the number of ordinary shares held by them respectively at the commencement of the winding up.

INDEMNITY.

~~22~~²⁵ The Directors, Auditors, Secretary and other officers for the time being of the Company, and any trustees for the time being acting in relation to any of the affairs of the Company, and their executors and administrators respectively shall be indemnified out of the assets of the Company from and against all actions, proceedings, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done or omitted in or about the execution of their duty in their respective offices or trusts except such (if any) as they shall incur or sustain by or through their own wilful neglect or default respectively and no such officer or trustee shall be answerable for the acts, receipts, neglects or defaults of any other officer or trustee or for joining in any receipt for the sake of conformity or for the solvency or honesty of any bankers or other persons with whom any moneys or effects belonging to the Company may be lodged or deposited for safe custody, or for any insufficiency or deficiency of any security upon which any moneys of the Company shall be invested, or for any other loss or damage due to any such cause as aforesaid, or which may happen in or about the execution of his office or trust unless the same shall happen through the wilful neglect or default of such officer or trustee.

Names, Addresses and Descriptions of Subscribers.

John Ernest Turner
14 Thorngate Road
Paddington
W.9.
Solicitors Clerk

Edward Thompson.
17/4. Crowborough Road.
Tooting.
S.W.14.

Solicitors Clerk.

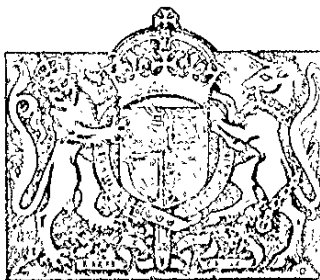
DATED the 25th day of September . 1936.

WITNESS to the above Signatures :-

Wm. Latchford
11072 St James's Place
London. S.W.1
Solicitor.

DUPLICATE FOR THE FILE.

No. 319037



Certificate of Incorporation

I Hereby Certify,

That

COO & OR RESTAURANT CO. LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this first day of October One

Thousand Nine Hundred and thirty-six

Assistant Registrar of Companies.

Certificate
received by

Edward Thompson for Gordon Nudd & Co

Date 1st October 1936

No. 319057



49

REGISTERED

23 JUL 1964

Coq D'or Restaurant Co. Limited.

AT an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company duly convened and held on the 21st day of July, 1964 the following Resolutions were duly passed as SPECIAL RESOLUTIONS :-

RESOLUTIONS

1. That the 3,000 issued and fully paid Ordinary Shares of £1 each in the Share Capital of the Company shall as from the conclusion of this Meeting be converted into and henceforth called "5% Preference Shares" ranking pari passu in all respects and as one class with the existing issued 5% Preference Shares in the Share Capital of the Company.
2. That the Share Capital of the Company be increased from £5,000 to £5,150 by the creation of 3,000 Ordinary Shares of 1s. each.
3. That the Articles of Association of the Company be altered in manner following, that is to say:-



(2)

- (a) Article 3 shall be deleted and the following new Article substituted therefor, namely :-

"3. The Share Capital of the Company as at the date of the adoption of this Article is £5,150 divided into 3,000 Ordinary Shares of 1s. each and 5,000 5% Preference Shares of £1 each.

- (b) Article 8 shall be deleted and the following new Article substituted therefor, namely :-

"8. The Directors may in their absolute discretion and without assigning any reason therefor, refuse to register the transfer of any Shares."

- (c) Article 14 shall be deleted.

- (d) Articles 15 and 16 shall be deleted and the following new Articles substituted therefor, namely :-

"15. Regulation 64 of Table "A" shall not apply. The number of Directors shall not be less than two."

"16. A Director shall not be required to hold any share qualification."

- (e) Article 18 shall be altered by deleting sub-clause (A) thereof.

- (f) In Article 21 the word "three" shall be deleted and the word "two" substituted therefor.

- (g) After Article 28 the following new heading and Articles, to be numbered 29 and 30 shall be added namely :-

"CAPITALISATION OF PROFITS

29. The Company in general meeting may upon the recommendation of the directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and

(3)

accordingly that such sum be set free for distribution among the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and among such members in the proportion aforesaid, or partly in the one way and partly in the other, and the directors shall give effect to such resolution:

Provided that a share premium account and a capital redemption reserve fund may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

30. Whenever such a resolution as aforesaid shall have been passed the directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully-paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members."

4. That in accordance with the recommendation of the Directors the sum of £150 being part of

(4)

the sum standing to the credit of the Profit and Loss Account be capitalised and that such sum be set free for distribution amongst the Members registered at the close of business on the 20th July 1964 as the holders of 3,000 Ordinary Shares of the Company in the proportions in which they would have been entitled thereto as if the same had been distributed by way of dividend; and that the Directors be and they are hereby authorised and directed to apply such sum in paying up in full the 3,000 unissued Ordinary Shares of 1s. each in the capital of the Company on behalf of such Members or their nominees and to appropriate and distribute such Shares credited as fully paid to and amongst such Members in the proportion of one new Ordinary Share of 1s. for every Ordinary Share of £1 held by them on such date as aforesaid respectively, in satisfaction of their respective shares and interest in the said capitalised sum.

WE, the undersigned, being the holders of all the issued Ordinary Shares in the Capital of the Company hereby consent to the passing of the Special Resolutions set out in the above Notice of Extraordinary General Meeting and to the variation of the rights attached to the Ordinary Shares resulting therefrom.

Dated the 21st day of July 1964.

(Sd) G. H. Sartori

(Sd) F. W. Ratcliff

(Sd) J. A. S. Butt

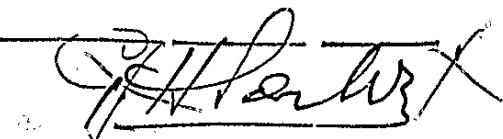
(5)

WE, the undersigned, being the holders of all the issued 5% Preference Shares in the Capital of the Company hereby consent to the passing of the Special Resolutions set out in the above Notice of Extraordinary General Meeting and to the variation of the rights attached to the 5% Preference Shares resulting therefrom.

Dated the 21st day of July 1964.

(Sd). F. W. Ratcliff

(Sd). J. A. S. Butt

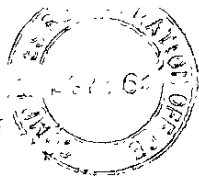
A handwritten signature, likely of the Chairman, written in dark ink. The signature is stylized and appears to be 'J. A. S. Butt' or similar, written over a horizontal line.

(Sd).
Chairman.

Number of
Company

319507

50



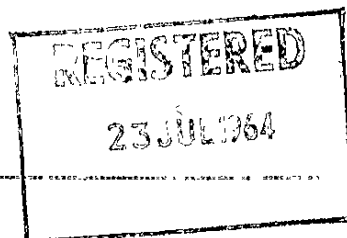
THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

COQ D'OR RESTAURANT CO.



LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

Presented by

Victor Mishcon & Co. Solicitors,

125, High Holborn.

London, W.C.1.



The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

To THE REGISTRAR OF COMPANIES.

COO D'OR RESTAURANT CO.

Ordinary
"Extra-ordinary", or
"Special".

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act, 1948, that by a * Special Resolution of the Company dated the 21st day of July 1964 the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 1.50 beyond the Registered Capital of £ 5000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
3,000	Ordinary	1s.

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows:—
The new Ordinary Shares carry the right to one vote per share and are entitled to all the profits resolved to be distributed in each financial year subject to the preferential rights of the Preference Shares and in a winding up are entitled to all the surplus assets of the Company subject to the preferential rights as to capital and arrears of dividend of the Preference Shares

. If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature

S. S. Gurney

State whether Director
or Secretary

Director

Dated the 21st day of July 1964

Note.—This margin is reserved for binding and must not be written across

Number of
Company

319037

319507

Form No. 26a

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)



COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

COQ D'OR RESTAURANT CO.

LIMITED

REGISTERED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

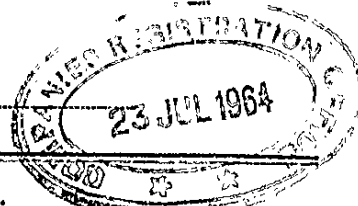
This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

Presented by

Victor Mishcon & Co. Solicitors.

125, High Holborn,

London, W.C.1.



The Solicitors' Law Stationery Society, Limited.

91-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 5 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

COQ D'OR RESTAURANT CO.

Limited

has by a Resolution of the Company dated

21st July 1964 been increased by

the addition thereto of the sum of £ 150

divided into :—

3000 Shares of 1s. each

Shares of - each

beyond the registered Capital of £5,000

Signature

S. S. G. [Signature]

(State whether Director or Secretary) Director

Dated the

21st

day of

July

1964

Note—This margin is reserved for binding and must not be written across

319037

number of company
form No. 27

73

THE COMPANIES ACTS 1948 TO 1967
COMPANY LIMITED BY SHARES

[COPY]

ordinary resolution(s)

of
..... COG...d...OR RESTAURANT CO. Limited

Passed the Thirty-first day of March 1976

At an Extraordinary General Meeting of the above-named Company, duly convened
and held at Grand Metropolitan House, 7/8 Stratford Place,
London, W1A 4YU

on the Thirty-first day of March 1976

the following ORDINARY RESOLUTION(S) was/were duly passed:—

That the share capital of the company be increased
to £80,000 divided into 5000 5% Cumulative Preference
Shares of £1 each and 1,500,000 Ordinary Shares of 5p each
by the creation of 1,497,000 Ordinary Shares of 5p each.

J. G. Ginnat

Chairman

NOTES:

- (1) This copy Resolution should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.

Jordan & Sons Limited

International Law Agents, Consultants and Publishers
Jordan House, 47 Brunswick Place, London N1 6EE
Telephone 01-253 3030 Telex 261010



No. of Company 319031

74
THE COMPANIES ACTS 1948 to 1967**Notice of Increase in Nominal Capital**

To THE REGISTRAR OF COMPANIES

Factor's name
of Company;
delete "Limited"
if not applicable

LOD L'OR RESTAURANT CO.

State whether
Ordinary or
Extraordinary
or Special
Resolution

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,
that by at ORDINARY Resolution of the Company dated the
Thirteenth day of March 1976 the nominal capital of the
Company has been increased by the addition thereto of the sum of £ 74.450
beyond the registered capital of £ 5150

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
1.497.000	ORDINARY	5 p.

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)
subject to which the new shares have been, or are to be, issued are as follows:—

If any of the new
shares are
Preference Shares
state whether they
are redeemable or
not. If this space is
insufficient the
conditions should
be set out
separately by way
of memorandum.

None given with existing Ordinary SharesSignature K. JonesState whether Director
or Secretary

SECRETARY

Dated the 14th day of June 1976

Presented by

Presentor's Reference.....

The Secretary

COMPANIES REGISTRATION
25 JUN 1976
20 OFFICE 20

(see notes overleaf)

Company No. 319057



THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

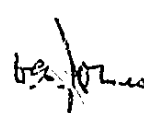
COQ d'OR RESTAURANT CO. LIMITED

Passed on 23rd July 1976

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at Grand Metropolitan House, 7/8 Stratford Place, Oxford Street, London, W1A 4YU on 23rd July 1976 the following Resolution was duly passed as a SPECIAL RESOLUTION:

RESOLUTION

That the name of the Company be changed to Grand Metropolitan Hotels (Catering Services) Limited.


Secretary to the Company

Filed with the Registrar of
Companies on 30th July 1976





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 319037 / 26

I hereby certify that

COQ D'OR RESTAURANT CO. LIMITED

having by special resolution and with the approval of the Secretary of State changed
its name, is now incorporated under the name of

GRAND METROPOLITAN HOTELS (CATERING SERVICES) LIMITED

Given under my hand at Cardiff the 13th AUGUST 1976

D. G. Thomas
D. G. THOMAS
Assistant Registrar of Companies

Company NO. 319037

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

GRAND METROPOLITAN HOTELS (CATERING SERVICES) LIMITED

Passed on 16th August 1976

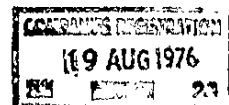
At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Grand Metropolitan House, 7/8 Stratford Place, Oxford Street, London, W1A 4YU on 16th August 1976 the following Resolution was duly passed as a SPECIAL RESOLUTION:

RESOLUTION

That the name of the Company be changed to COQ d'OR RESTAURANT CO. LIMITED.



S.G. Grinstead
Chairman





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No 319037 / 79

I hereby certify that

GRAND METROPOLITAN HOTELS (CATERING SERVICES) LIMITED

having by special resolution and with the approval of the Secretary of State changed
its name, is now incorporated under the name of

DEAN & DEAN RESTAURANT CO., LIMITED

Given under my hand at Cardiff the **1ST SEPTEMBER 1976**

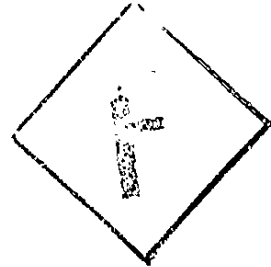
D. A. Pendlebury
D. A. PENDLEBURY

Assistant Registrar of Companies



COMPANY LIMITED BY SHARES

NEW
ARTICLES OF ASSOCIATION
(adopted by Special Resolution dated
the 21st day of March 1977)



of

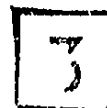
COQ D'OR RESTAURANT CO. LIMITED

PRELIMINARY

1. The regulations contained in Parts I and II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "the Act") shall apart from Regulations 29 to 32, 40 to 43, 54, 75, 88, 89 to 92, 102 to 105 of Part I and except in so far as the same are not inconsistent with the provisions of these Articles apply to the Company.

CAPITAL

2. The Share Capital of the Company is £152,000 (divided into 50,667 "A" Shares of £1. each, 50,667 "B" Shares of £1. each and 50,666 "C" Shares of £1. each. The said shares shall except where otherwise provided in these Articles be identical and rank pari passu.
3. The Authorized Share Capital of the Company shall consist only of "A" Shares, "B" Shares and "C" Shares in the proportions set out above which shall not be altered nor any further shares issued without the consent of a majority of the holders of the shares of each class.



4. The Company shall not be bound to recognize or take notice of any interest or claim of any kind in or to any share, other than the ownership of the registered holder for the time being and the Company shall be entitled to treat such ownership as absolute notwithstanding notice to the contrary.

LIEN

5. The Company shall have a lien on every share whether fully paid or not, and whether registered in the name of one or more members and accordingly in Regulation 11 of Table A the words "not being a fully paid share" and "other than fully paid shares" shall be deleted and the words "a single person" shall be deleted and the words "any member, whether alone or jointly with other members" shall be substituted therefor.

CALLS ON SHARES

6. In Regulation 15 of Table A the words "provided that no call shall exceed one-fourth of the nominal amount of the share or be payable at less than one month from the date fixed for payment of the last preceding call" shall be omitted.

TRANSFER AND TRANSMISSION OF SHARES

7. If any member wishes to transfer any share to any other person the following procedure shall be adopted:-

- (1) No share in the Company shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.
- (2) Every member or other person who intends to transfer shares (hereinafter called "the Vendor") shall give notice in writing to the Board of his intention.

That Notice shall constitute the Board his agent for the sale of the said shares to members of the Company at a price to be agreed upon by the Vendor and the Board or in case of difference, at the price which the Auditor of the Company for the time being shall certify by writing under his hand to be in his opinion the fair selling value thereof as between a willing vendor and a willing purchaser.

- (3) Upon the price being fixed as aforesaid the Board shall forthwith give notice in writing to all members of the Company of the number and price of the shares to be sold and invite each of them to state in writing within twenty-one days from the date of the said notice whether he is willing to purchase any, and if so, what maximum number of the said shares.
- (4) At the expiration of the said twentyone days the Board shall give notice to the Vendor of the number of shares which the members of the Company are willing to purchase and shall allocate those shares to or amongst the member or members who shall have expressed his or their willingness to purchase as aforesaid, and (if more than one) so far as may be pro rata according to the number of shares held by them respectively, provided that no member shall be obliged to take more than the said maximum number of shares so notified by him as aforesaid. Upon such allocation being made the Vendor shall be bound on payment of the said

price to transfer the shares to the purchaser or purchasers, and if he shall make default in so doing, the Board may receive and give a good discharge for the purchase money on behalf of the Vendor and may enter the name of the Purchaser in the Register of Members as holder by transfer of the said shares purchased by him.

(5) In the event of the whole of the said shares not being sold under the foregoing provisions of this article, the Vendor may at any time after the expiration of eight weeks from the date on which he gave notice, under paragraph (2) of this clause, of his intention to sell, transfer the shares not so sold to any person and at any price.

(6) The Directors shall not be entitled to refuse to register any transfer of any fully paid share if it be a transfer made in accordance with the provisions of this Regulation.

8. An Instrument of Transfer of fully paid shares need not be signed on behalf of the transferee and Regulation 22 of Table A shall be modified accordingly.

9. Upon the transfer of any shares of one class to any person holding shares of another class the shares being transferred shall forthwith and ipso facto be re-designated as shares of the other class.

PROCEEDINGS AT GENERAL MEETING

10. No business shall be transacted at any General Meeting unless a quorum of members is present; save as herein otherwise provided three members present in person or by proxy shall be a quorum.

11. The Chairman at any General Meeting of the Company or Meeting of the Directors shall not have a second or casting vote so that Regulations 60 and 104 shall not apply.

DIRECTORS

12. Clause 75 of Table A shall not apply and the following clause shall be substituted therefor:-

75. The number of the Directors shall be not less than three nor more than six.

13. (a) The Board of Directors shall include one person who shall be designated as an "A" Director (and shall be appointed under the next following Article by the holders of the "A" Shares) and likewise a "B" and a "C" Director who shall each be appointed by the holders of the "B", and "C" Shares as the case may be.

(b) The holders of a majority of any class of shares may from time to time appoint any one person to be a Director. In these Articles the expression "Class Director" designates a Director who has been so appointed.

(c) The holders of the majority of any class of shares shall be entitled to appoint one additional Director. Any such additional Director shall be entitled to attend all Board Meetings of the Company but shall not be entitled to vote thereat or otherwise on any resolutions of the Directors except in the absence of the Class Director appointed by the shareholders appointing the additional Director or any alternate Director representing such Class Director.

14. Each Class Director or additional Director may at any time be removed from office by the holders of a majority of the relevant class of shares which appointed him or them and any additional Director may likewise be removed from office. The shares of any other class shall carry no votes on a Resolution to remove such a Class Director.

15. Any such appointment or removal of a Class Director shall be in writing

served on the Company and signed by the holders of a majority of the issued "A", "B" or "C" Shares (as the case may be) or being corporations by their duly authorized representatives.

16. The office of Director shall be vacated if the Director:-

- (a) becomes prohibited by law from acting as a Director
- (b) if he shall resign by writing under his hand left at the Registered Office of the Company
- (c) if he shall have a Receiving Order made against him or shall compound with his creditors generally
- (d) if he shall become of unsound mind
- (e) if he shall be removed from office as hereinbefore provided

17. The quorum for a Meeting of the Directors shall throughout the Meeting be at least one Director appointed by the holders of each class of shares and Regulation 99 shall not apply.

18. A Director may and on the request of a Director the Secretary shall at any time summon a Meeting of the Directors. Notice of a Meeting of Directors shall also be given to any Director for the time being resident outside the United Kingdom and to any Director who has appointed an Alternate Director pursuant to Regulation 19.

19. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an Alternate Director at any Meeting of the Board from which he is himself absent and may in like manner remove any person so appointed from office. No Alternate Director may participate in any Meeting of the Directors at which his appointor is present. Any Alternate Director

319037

MAURICE JOSEPH MICKLEWHITE

LIST OF DIRECTORSHIPS

MICHAEL DRUITT (WINES) LTD.

THREE MICHAEL'S FILM PROD. LTD.

KLINGER - CAINE LTD.

MICHAEL CAINE PRODUCTION LTD.

FOUNDERS PRODUCTIONS LTD.

3



EDWARD DAVID JOHN LEIGHTON

LIST OF DIRECTORSHIPS

AGISTOON LIMITED

DELODE LIMITED

FIRST WARDLEY INVESTMENT CO. LIMITED

FIRST WESTERN SECURITIES LIMITED

L T CAR WASH LIMITED

LEIGHMONT PROPERTY & INVESTMENT CO. LIMITED

M L ESTATES CONTINUATION LIMITED

MIRIAM PROPERTIES LIMITED

PENVILLE PROPERTY MANAGEMENT LIMITED

PRINCIPALITY HOLDINGS LIMITED

PROPERTY SERVICES LIMITED

RENKA INVESTMENTS LTD.

SAND SUPPLIES (WESTERN) LTD.

TOFT IMPROVEMENTS LIMITED

VINARNO LIMITED

WESTERN AND PROVINCIAL PROPERTIES LIMITED

KENNET INVESTMENTS LIMITED

ANONYMA (DEVELOPMENTS) LTD.

KNIGHTSBROOK INVESTMENTS LTD.

EPIGRETTA LTD.

ABERCROMB (DEVELOPMENTS) LTD.

SURTHURST LTD.

ESCAVETTE LTD.

shall ipso facto vacate office when his appointor ceases to be a Director. An alternate Director shall be entitled whilst holding office as such to receive notice of Meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him and shall have all the powers given to Directors by these Articles.

20. The words "and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose" shall be omitted from Regulation 86 of Table A.

BORROWING POWERS

21. The proviso to Regulation 79 shall be deleted.

INDEMNITY

22. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any Proceedings whether Civil or Criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Act in which relief is granted to him by the Court and no Director or other officer shall be liable for any loss damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Act.

THE COMPANIES ACTS 1948 to 1967

Notice ~~of~~ ~~the~~ ~~increase~~ of Increase in Nominal Capital

To the REGISTRAR OF COMPANIES

COQ D'OR RESTAURANT CO.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948, that by a † Special Resolution of the Company dated the 21st day of March 1977 the nominal capital of the Company has been increased by the addition thereto of the sum of £ 72,000 beyond the registered capital of £ 80,000

The additional capital is divided as follows :—

Number of Shares	Class of Share	Nominal amount of each share
72,000	Ordinary	One Pound (£1)

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows :—

*. *If any of the new shares are Preference Shares state whether they are redeemable or not. If the space below is insufficient the conditions should be set out separately by way of annexure.

See new Articles of Association adopted by the above Special Resolution. *filed separately*

Signature..... *David Goble*

State whether Director } Director
or Secretary }

Dated the 21st day of March 1977.

Presented by

Presenter's Reference..... RS

David Goble & Co.,

29 Dorset Square,

London N.W.1

Form No. 10/1/77

* DELETE " and Statement " in cases where a SEPARATE statement is necessary; see overleaf for notes.

Insert name of Company.

† State whether Ordinary or Extraordinary or Special Resolution.



The Companies Acts 1948 to 1967Company Limited by Shares

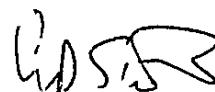
SPECIAL RESOLUTION

of

COQ D'OR RESTAURANT CO. LIMITED

At an Extraordinary General Meeting of the above Company duly convened and held at 32 Devonshire Street, London W.1 on the 21st March 1977 the following resolution was passed as a Special Resolution of the Company:-

1. That the capital of the Company be increased from £80,000 divided into 1,500,000 ordinary shares of 5 pence each and 5,000 5% Cumulative Preference Shares of £1 each to £152,000 divided into 152,000 ordinary shares of £1 each.
2. That the said 152,000 shares shall be divided into 50,667 shares to be called "A" shares, 50,667 shares to be called "B" shares and 50,666 shares to be called "C" shares.
3. That the Articles of Association a copy of which has been initialled by Mr. P.D. Langan for the purpose of identification be adopted by the Company as the new Articles of Association of the Company.



Director

Name of Director in capitals :-

A. D. STARK

Presented for filing by David Goble & Co.,
29 Dorset Square, London N.W.1



COMPANY LIMITED BY SHARES

NEW
ARTICLES OF ASSOCIATION
(adopted by Special Resolution dated
the *21st* day of *March* 1970)

of

COQ D'OR RESTAURANT CO. LIMITED

PRELIMINARY

1. The regulations contained in Parts I and II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "the Act") shall apart from Regulations 29 to 32, 40 to 43, 54, 75, 88, 89 to 92, 102 to 105 of Part I and except in so far as the same are not inconsistent with the provisions of these Articles apply to the Company.

CAPITAL

2. The Share Capital of the Company is £152,000 (divided into 50,667 "A" Shares of £1 each, 50,667 "B" Shares of £1 each and 50,666 "C" Shares of £1 each. The said shares shall except where otherwise provided in these Articles be identical and rank pari passu.

3. The Authorized Share Capital of the Company shall consist only of "A" Shares, "B" Shares and "C" Shares in the proportions set out above which shall not be altered nor any further shares issued without the consent of a majority of the holders of the shares of each class.

INDISTINCT ORIGINAL

4. The Company shall not be bound to recognize or take notice of any interest or claim of any kind in or to any share, other than the ownership of the registered holder for the time being and the Company shall be entitled to treat such ownership as absolute notwithstanding notice to the contrary.

LIEN

5. The Company shall have a lien on every share whether fully paid or not, and whether registered in the name of one or more members and accordingly in Regulation 11 of Table A the words "not being a fully paid share" and "other than fully paid shares" shall be deleted and the words "a single person" shall be deleted and the words "any member, whether alone or jointly with other members" shall be substituted therefor.

CALLS ON SHARES

6. In Regulation 15 of Table A the words "provided that no call shall exceed one-fourth of the nominal amount of the share or be payable at less than one month from the date fixed for payment of the last preceding call" shall be omitted.

TRANSFER AND TRANSMISSION OF SHARES

7. If any member wishes to transfer any share to any other person the following procedure shall be adopted:-

- (1) No share in the Company shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.

INDISTINCT ORIGINAL

- (2) Every member or other person who intends to transfer shares (hereinafter called "the Vendor") shall give notice in writing to the Board of his intention. That Notice shall constitute the Board his agent for the sale of the said shares to members of the Company at a price to be agreed upon by the Vendor and the Board or in case of difference, at the price which the Auditor of the Company for the time being shall certify by writing under his hand to be in his opinion the fair selling value thereof as between a willing vendor and a willing purchaser.
- (3) Upon the price being fixed as aforesaid the Board shall forthwith give notice in writing to all members of the Company of the number and price of the shares to be sold and invite each of them to state in writing within twentyone days from the date of the said notice whether he is willing to purchase any, and if so, what maximum number of the said shares.
- (4) At the expiration of the said twentyone days the Board shall give notice to the Vendor of the number of shares which the members of the Company are willing to purchase and shall allocate those shares to or amongst the member or members who shall have expressed his or their willingness to purchase as aforesaid, and (if more than one) so far as may be pro rata according to the number of shares held by them respectively, provided that no member shall be obliged to take more than the said maximum number of shares so notified by him as aforesaid. Upon such

INDISTINCT ORIGINAL

allocation being made the Vendor shall be bound on payment of the said price to transfer the shares to the purchaser or purchasers, and if he shall make default in so doing, the Board may receive and give a good discharge for the purchase money on behalf of the Vendor and may enter the name of the Purchaser in the Register of Members as holder by transfer of the said shares purchased by him.

(5) In the event of the whole of the said shares not being sold under the foregoing provisions of this article, the Vendor may at any time after the expiration of eight weeks from the date on which he gave notice, under paragraph (2) of this clause, of his intention to sell, transfer the shares not so sold to any person and at any price.

(6) The Directors shall not be entitled to refuse to register any transfer of any fully paid share if it be a transfer made in accordance with the provisions of this Regulation.

8. An Instrument of Transfer of fully paid shares need not be signed on behalf of the transferee and Regulation 22 of Table A shall be modified accordingly.

9. Upon the transfer of any shares of one class to any person holding shares of another class the shares being transferred shall forthwith and ipso facto be re-designated as shares of the other class.

PROCEEDINGS AT GENERAL MEETING

10. No business shall be transacted at any General Meeting unless a quorum of members is present; save as herein otherwise provided three members present in person or by proxy shall be a quorum.

11. The Chairman at any General Meeting of the Company or Meeting of the Directors shall not have a second or casting vote so that Regulations 60 and 104 shall not apply.

DIRECTORS

12. Clause 75 of Table A shall not apply and the following clause shall be substituted therefor:-

75. The number of the Directors shall be not less than three nor more than six.

13. (a) The Board of Directors shall include one person who shall be designated as an "A" Director (and shall be appointed under the next following Article by the holders of the "A" Shares) and likewise a "B" and a "C" Director who shall each be appointed by the holders of the "B", and "C" Shares as the case may be.

(b) The holders of a majority of any class of shares may from time to time appoint any one person to be a Director. In these Articles the expression "Class Director" designates a Director who

has been so appointed.

(c) The holders of the majority of any class of shares shall be entitled to appoint one additional Director. Any such additional Director shall be entitled to attend all Board Meetings of the Company but shall not be entitled to vote thereat or otherwise on any resolutions of the Directors except in the absence of the Class Director appointed by the shareholders appointing the additional Director or any alternate Director representing such Class Director.

14. Each Class Director or additional Director may at any time be removed from office by the holders of a majority of the relevant class of shares which appointed him or them and any additional Director may likewise be removed from office. The shares of any other class shall carry no votes on a Resolution to remove such a Class Director.

15. Any such appointment or removal of a Class Director shall be in writing served on the Company and signed by the holders of a majority of the issued "A", "B" or "C" Shares (as the case may be) or being corporations by their duly authorized representatives.

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16. The office of Director shall be vacated if the Director:-

- (a) becomes prohibited by law from acting as a Director
- (b) if he shall resign by writing under his hand left at the Registered Office of the Company
- (c) if he shall have a Receiving Order made against him or shall compound with his creditors generally
- (d) if he shall become of unsound mind
- (e) if he shall be removed from office as hereinbefore provided.

17. The quorum for a Meeting of the Directors shall throughout the Meeting be at least one Director appointed by the holders of each class of shares and Regulation 99 shall not apply.

18. A Director may and on the request of a Director the Secretary shall at any time summon a Meeting of the Directors. Notice of a Meeting of Directors shall also be given to any Director for the time being resident outside the United Kingdom and to any Director who has appointed an Alternate Director pursuant to Regulation 19.

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19. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an Alternate Director at any Meeting of the Board from which he is himself absent and may in like manner remove any person so appointed from office. No Alternate Director may participate in any Meeting of the Directors at which his appointor is present. Any Alternate Director shall ipso facto vacate office when his appointor ceases to be a Director. An alternate Director shall be entitled whilst holding office as such to receive notice of Meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him and shall have all the powers given to Directors by these Articles.

20. The words "and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose" shall be omitted from Regulation 86 of Table A.

BORROWING POWERS

21. The proviso to Regulation 79 shall be deleted.

INDEMNITY

22. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any Proceedings whether Civil or Criminal in which judgment is

given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Act in which relief is granted to him by the Court and no Director or other officer shall be liable for any loss damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Act.

INDISTINCT ORIGINAL

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
COQ d'OR RESTAURANT CO. LIMITED

REGISTERED NUMBER : 319037
INCORPORATED : 1ST OCTOBER 1936





THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION OF COQ & OR RESTAURANT CO LIMITED

ADOPTED BY SPECIAL RESOLUTION PASSED ON THE 21st DAY OF January 1993

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A" shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as to excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
- (b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

SHARE CAPITAL

2. (a) The Share capital of the Company is £152,000 divided into 76,000 "A" shares of £1 each and 76,000 "B" shares of £1 each. Subject as hereinafter in these Articles provided, the "A" shares and the "B" shares shall rank pari passu in all respects as if they constituted one class of share. The authorised share capital of the Company

shall consist only of "A" shares of £1 each and "B" shares of £1 each in equal proportions.

- (b) Any amendment to these Articles or to the Memorandum of Association shall be deemed to be a variation of the rights attached to the "A" and "B" Shares.

ALLOTMENT OF SHARES

- 3. (a) The authorised share capital of the Company shall consist only of "A" shares of £1 each and "B" shares of £1 each in equal proportions. The issued share capital of the Company shall always consist of "A" shares and "B" shares in such proportions.
- (b) Subject to Section 80 of the Companies Act 1985, all unissued shares shall be at the disposal of the directors and Section 89(1) of the Companies Act 1985 shall not apply. Unissued shares in the capital of the Company for the time being may however be issued only in such a manner as to maintain the proportions specified in Article 3(a) above and so that on each occasion "A" shares and "B" shares are issued at the same price and on the same terms as to payment and otherwise. No share of either class shall be issued otherwise than to Members holding shares of the same class except with the consent in writing of all the Members.
- (c) Except for the consent in writing of all the Members, the powers conferred by Regulations 3 and 35 of Table A shall be exercised only in such a manner as to maintain the proportions specified in Article 3(a) above. Regulations 3 and 35 of Table A shall be modified accordingly.

SHARES

4. The lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all monies presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly.
5. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".
6. Clause 32 Table A shall be read and construed as if the words "special resolution" were substituted for the words "ordinary resolution".

GENERAL MEETINGS AND RESOLUTIONS

7. (a) A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Clause 36 in Table A shall be modified accordingly.

All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts,

balance sheets, and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

- (b) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.
8. (a) Save as herein otherwise provided, the quorum at any General Meeting shall be two or more Members. No business shall be transacted at any meeting unless at least one holder of each class of shares is present in person or by proxy or (in the case of a corporation) by a duly authorised representative at the time when the meeting proceeds to business.
- (b) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefore such adjourned General Meeting shall be dissolved.
 - (c) Clauses 40 and 41 in Table A shall not apply to the Company.

- (d) The Chairman at any General Meeting shall not be entitled to a second or casting vote and Clause 50 in Table A shall not apply to the Company.
- (e) On a show of hands every Member who is present in person shall have one vote, and on a poll every Member who is present in person or by proxy shall have one vote for every share of which he is the holder: provided that:
 - (i) no shares of either class shall confer any right to vote upon a resolution for the removal from office of a Director appointed or deemed to have been appointed by holders of shares of the other class; and
 - (ii) if at any meeting any holder of shares is not present in person or by proxy the votes exercisable on a poll in respect of the shares of the same class held by Members present in person or by proxy shall be pro tanto increased (fractions of a vote by any Member being permitted) so that such shares shall together entitle such Members to the same aggregate number of votes as could be cast in respect of all the shares of that class if all the holders thereof were present. Regulation 54 of Table A shall not apply.

APPOINTMENT OF DIRECTORS

9. (a) Clause 64 in Table A shall not apply to the Company.

- (b) The Directors shall be two in number or such other even number as the Company may from time to time by Ordinary Resolution determine.
 - (c) Any person who is appointed or deemed to have been appointed to a Director under Article 10 hereof shall (subject to the provisions of Clause 81 in Table A as modified by Article 14 hereof) be entitled to retain office as a Director until he is removed by the holders for the time being of the class of shares which he represents under the provisions of Article 10 hereof.
 - (d) Clauses 73 to 80 (inclusive) and the last sentence of Clause 84 in Table A shall not apply to the Company.
10. (a) The holders of the "A" shares shall be entitled to appoint and remove up to one-half of the total number of Directors of the Company from time to time specified for the purposes of Article 9(b) hereof (each such Director so appointed being hereinafter referred to as an "A" Director) and the holders of the "B" shares shall be entitled to appoint and remove up to one-half of the total number of Directors of the Company specified for the purposes of Article 9(b) hereof (each such Director so appointed being hereinafter referred to as an "B" Director), but so that not more than one half of the maximum number of Directors for the time being authorised shall at any time hold office by virtue of appointment by the holder of shares of any one class.

- (b) Every appointment or removal of a Director under the powers conferred by this Article shall be made by instrument in writing under the hands of the holders for the time being of a majority of the issued shares of the class in respect of which the appointment or removal of such Director is made (or, where any holder is a company, under the hands of a Director or the Secretary of the company) and such instrument shall only take effect on the service thereof at the registered office of the Company. Every such instrument shall be annexed to the Directors' Minute Book as soon as practicable after such service.
- (c) No person dealing with the Company shall be concerned to enquire as to the validity of the appointment or removal of a Director under this Article and shall not be affected or in any way prejudiced by any invalidity in such appointment or removal unless such person had at the time express notice of the same.

BORROWING POWERS

- 11. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party.

ALTERNATE DIRECTORS

12. (a) An Alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.
- (b) The holders of a majority of any one class of shares may at any time appoint an alternate Director. A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors, in addition to his own vote or votes as a Director (if any), to the same number of votes to which each Director whom he represents would have been entitled if personally present. An alternate Director shall, however, count as only one for the purpose of determining whether a quorum is present.
- (c) Clause 66 in Table A shall be read and construed as if the words "and of all meetings of committees of directors of which his appointor is a member" were omitted therefrom.
- (d) Clause 67 in Table A shall be read and construed as if it ended after the words "ceases to be a director".

DELEGATION OF DIRECTORS' POWERS

13. The Directors shall not be entitled to delegate any of their powers to any committee and Clause 72 in Table A shall be modified accordingly.

DISQUALIFICATION OF DIRECTORS

14. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Clause 81 in Table A shall be modified accordingly.

REMUNERATION OF DIRECTORS AND DIRECTORS' EXPENSES

15. (a) Clause 82 in Table A shall be read and construed as if the words "special resolution" were substituted for the words "ordinary resolution".
- (b) Clause 83 in Table A shall be read and construed as if the words "or committees of directors" were omitted therefrom.

GRATUITIES AND PENSIONS

16. (a) The Directors may exercise the powers of the Company conferred by Clause 3J of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.
- (b) Clause 87 in Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

17. (a) The quorum necessary for the transaction of business at any meeting of the Directors shall be one "A" Director and one "B" Director and for this purpose an alternate Director shall in the absence of his appointor be counted in the quorum but subject always to the provisions of Article 12(b) hereof.
- (b) Clause 89 in Table A shall not apply to the Company.
18. (a) At each meeting of the Directors the "A" Directors shall be entitled to one vote each and the "B" Directors shall be entitled to one vote each save that if the number of "A" Directors present is less than the number of "B" Directors present the "A" Directors shall be entitled to exercise the same number of votes as the "B" Directors (and vice versa).
- (b) All business arising at any meeting of the Directors shall be determined only by resolution and no such resolution shall be effective unless carried by a majority including at least one "A" Director and at least one "B" Director.
- (c) The Chairman at any meeting of the Directors shall not be entitled to a second or casting vote.
- (d) Clause 88 in Table A shall be modified accordingly.
19. No Director shall be appointed otherwise than in accordance with Article 10 hereof and Clause 90 in Table A shall be modified accordingly.

20. (a) Clause 92 and 98 in Table A shall be read and construed as if the words "or of a committee of directors" were omitted therefrom.
- (b) Clause 93 in Table A shall be read and construed as if the words "or of a committee of directors" and "or (as the case may be) a committee of directors" were omitted therefrom.
- (c) Clause 100 in Table A shall be read and construed as if the words "and of committees of directors" were omitted therefrom.
- (d) Clause 101 in Table A shall be read and construed as if the words "or of a committee of directors authorised by the directors" were omitted therefrom.
21. (a) A Director may vote, at any meeting of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
- (b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

CAPITALISATION OF PROFITS

22. The Directors may, with the sanction of a special resolution of the Company, capitalise any sum standing to

the credit of any of the Company's reserve accounts (including share premium account and capital redemption reserve) or any sum outstanding to the credit of profit and loss account by appropriating such sum to the holders of "A" shares and "B" shares in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of dividend and:

- (a) on behalf of the holders of "A" shares applying that part of such sum distributable amongst them in paying up in full unissued "A" shares for allotment and distribution credited as fully paid up to and amongst them; and
- (b) on behalf of the holders of "B" shares applying that part of such sum distributable amongst them in paying up in full unissued "B" shares for allotment and distribution credited as fully paid up to and amongst them;

in the proportion aforesaid.

The Directors may do all acts and things considered necessary or expedient to give effect to any such capitalisation, with full power to the Directors to make any provisions as they think fit in the case of shares becoming distributable in fractions. The Directors may authorise any person to enter on behalf of all the Members interested into an agreement with the Company providing for any such capitalisation and matters incidental thereto and any agreement made with such authority shall be effective and binding on all concerned. Regulation 110 of Table A shall not apply.

INDEMNITY

23. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including the liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen or to be incurred by the Company in execution of the duties of his office or in relation thereto. But this Article shall have effect in so far as its provisions are not avoided by Section 310 of the Act.
- (b) Clause 118 in Table A shall not apply to the Company.

TRANSFER OF SHARES

24. (a) The Directors shall, subject to paragraph (b) of this Article, register the transfer or, as the case may be, transmission of any shares which has the approval in writing of all the Members.
- (b) Notwithstanding the provisions of this Article, the Directors may decline to register any transfer or transmission which would otherwise be permitted hereunder if it is a transfer:

- (i) of a share on which the Company has a lien;
or
- (ii) of a share (not being a fully paid share) to
a person of whom they shall not approve;
- (iii) of a share (whether or not it is fully paid)
made pursuant to paragraph (h) below).

Clause 24 in Table A shall not apply to the Company.

- (c) Save where a transfer is made pursuant to paragraph (a) above any person (hereinafter called "the proposing transferor") proposing to transfer any shares shall give notice in writing (hereinafter called "the transfer notice") to the Company that he desires to transfer the same and specifying the price per share which in his opinion constitutes the fair value thereof. The transfer notice shall constitute the Company the agent of the proposing transferor for the sale of all (but not some of) the shares comprised in the transfer notice to any Member or Members willing to purchase the same (hereinafter called "the purchasing Member") at the price specified therein or at the fair value certified in accordance with paragraph (e) below (whichever shall be the lower). A transfer notice shall not be revocable except with the sanction of the Directors.
- (d) The shares comprised in any transfer notice shall be offered to the Members (other than the proposing transferor(s)) as nearly as may be in proportion to the number of shares held by them respectively. Such offer shall be made by notice in writing (hereinafter called "the offer notice") within

seven days after the receipt by the Company of the transfer notice. The offer notice shall state the price per share specified in the transfer notice and shall limit the time in which the offer may be accepted, not being less than twenty-one days nor more than forty-two days after the date of the offer notice, provided that if a certificate of valuation is requested under paragraph (e) below the offer shall remain open for acceptance for a period of fourteen days after the date on which notice of the fair value certified in accordance with that paragraph shall have been given by the Company to the Members. For the purpose of this and Article 25 an offer shall be deemed to be accepted on the day on which the acceptance is received by the Company. The offer notice shall further invite each Member to state in his reply the number of additional shares (if any) in excess of his proportion which he desires to purchase and if all the Members do not accept the offer in respect of their respective proportions in full the shares not so accepted shall be used to satisfy the claims for additional shares as nearly as may be in proportion to the number of shares already held by them respectively, provided that no Member shall be obliged to take more shares than he shall have applied for. If any shares shall not be capable without fractions of being offered to the Members in proportion to their existing holdings, the same shall be offered to the Members, or some of them, in such proportions or in such manner as may be determined by lots drawn in regard thereto, and the lots shall be drawn in such manner as the Directors may think fit.

(e) Any Member may, not later than eight days after the

date of the offer notice, serve on the Company a notice in writing requesting that the Auditor for the time being of the Company (or at the discretion of the Auditor, a person nominated by the President for the time being of the Institute of Chartered Accountants in the Country of the situation of its Registered Office) certify in writing the sum which in his opinion (but upon the assumptions and bases hereinafter set out) represents the fair value of the shares comprised in the transfer notice as at the date of the transfer notice and for the purpose of this Article reference to the Auditor shall include any person so nominated. Upon receipt of such notice the Company shall instruct the Auditor to certify as aforesaid and the costs of such valuation shall be apportioned among the proposing transferor and the purchasing Members or borne by any one or more of them as the Auditor in his absolute discretion shall decide. In certifying fair value as aforesaid the Auditor shall be considered to be acting as an expert and not as an arbitrator or arbiter and accordingly any provisions of law or statute relating to arbitration shall not apply. Upon receipt of the certificate of the Auditor, the Company shall by notice in writing inform all Members of the fair value of each share and of the price per share (being the lower of the price specified in the transfer notice and the fair value of each share as certified by the Auditor) at which the shares comprised in the transfer notice are offered for sale.

The Auditor will certify the fair value of shares comprised in the transfer notice on the following assumptions and bases:-

- (i) valuing the shares as an arms length sale between a willing vendor and a willing purchaser;
- (ii) if the company is then carrying on business as a going concern on the assumption that it will continue to do so;
- (iii) that the shares are capable of being transferred without restriction;
- (iv) valuing the shares as a rateable proportion of the total value of all the issued shares of the company which value shall not be discounted or enhanced by reference to the class of the shares or the number thereof.

If any difficulty shall arise in applying any of the foregoing assumptions or bases then such difficulty shall be resolved by the Auditor in such manner as he shall in his absolute discretion think fit.

- (f) If purchasing Members shall be found for all the shares comprised in the transfer notice within the appropriate period specified in paragraph (d) above, the Company shall not later than seven days after the expiry of such appropriate period give notice in writing (hereinafter called "the sale notice") to the proposing transferor specifying the purchasing Members and the proposing transferor shall be bound upon payment of the price due in respect of all the shares comprised in the transfer notice to transfer the shares to the purchasing Members.

- (g) If in any case the proposing transferor after having become bound as aforesaid makes default in transferring any shares the Company may receive the purchase money on his behalf, and may authorise some person to execute a transfer of such shares in favour of the purchasing Member. The receipt of the Company for the purchase money shall be a good discharge to the purchasing Member. The Company shall pay the purchase money into a separate bank account.
 - (h) If the Company shall not give a sale notice to the proposing transferor within the time specified in paragraph (f) above, he shall, during the period of thirty days next following the expiry of the time so specified, be at liberty subject to paragraph (b) above to transfer all or any of the shares comprised in the transfer notice to any person or persons.
 - (i) Any share of one Class transferred to a member of a different class shall upon registration in his name be converted into a share of such different class.
25. If:
- (a) any Member shall die or become bankrupt or shall make any arrangement or composition with his creditors generally or shall become of unsound mind or being a Company shall go into liquidation (other than a liquidation for the purpose of reconstruction or amalgamation) or have a receiver or administrator appointed over all or any of its assets; or
 - (b) any Member shall sell or dispose (otherwise than in accordance with Article 24) of any

beneficial interest in a share (whether or not for consideration or otherwise) and whether by an instrument in writing or not;

then such Member or the executor, trustee, personal representative, guardian, liquidator, receiver or other legal representative of such Member (hereinafter collectively and individually referred to in this Article 25 as "the Transferring Shareholder") shall be bound if so required by written notice ("the purchase notice") given by the Company at any time within six months after the later of the occurrence of the relevant event referred to in this Article or the Directors becoming aware of the occurrence of such relevant event to serve a transfer notice for the purposes of and in accordance with Article 24(c) above in respect of all of his shares (whether legally or beneficially owned) in the Company within fourteen days of the date of the purchase notice. The provisions of Articles 24(c) to 24(h) shall then apply. If the Transferring Shareholder shall fail to serve a transfer notice within the said period of fourteen days of the date of the purchase notice the Company may appoint some person on behalf of the Transferring Shareholder to serve such transfer notice. The person so appointed by the Company may in his absolute discretion decide the identity of the proposed transferee.

- (c) For the purpose of this Article only and notwithstanding anything to the contrary herein contained either the "A" Director or the "B" Director as the case may be shall be entitled to serve written notice on behalf of the Company and to pass such resolutions

- 20 -

as are necessary to give effect to this
Article

0860P

No: 319037

THE COMPANIES ACT 1983

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

COQ d'OR RESTAURANT CO. LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on 21st January . 1993 at 9 Mansfield Street W. / the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the regulations contained in the printed document produced to the Meeting and signed by the Chairman for purposes of identification be hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of the Company.

.....
CHAIRMAN



No: 319037

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of

COO d'OR RESTAURANT CO. LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened

and held on *21st January* 1993 at *24th January 1993 9 Marshfield*

St W. the following Resolution was duly passed as an Ordinary Resolution:-

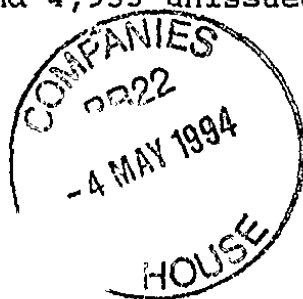
ORDINARY RESOLUTION

THAT:-

(a) the 19,600 "C" ordinary shares of £1 each in the capital of the Company which are registered in the name of Richard Shepherd be forthwith converted into and redesignated as "A" ordinary shares of £1 each;

(b) the 20,400 "A" ordinary shares of £1 each in the capital of the Company which are registered in the name of Michael Caine be forthwith converted into and redesignated as "B" ordinary shares of £1 each; and

(c) the 31,066 "C" ordinary shares comprised in the authorised but unissued share capital of the Company which have not been taken or agreed to be taken by any person be redesignated as 26,133 unissued "A" ordinary shares of £1 each and 4,933 unissued "B" ordinary shares of £1 each.



[Signature]
.....
CHAIRMAN

NO: 319037

COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
COO d'OR RESTAURANT CO. LIMITED

CONSENT BY THE HOLDERS OF "A" SHARES TO
VARIATION OF SPECIAL RIGHTS

We, the undersigned, being the holders of all of the "A" Shares of £1.00 each in the capital of the Company HEREBY SANCTION AND CONSENT to the passing of the Resolutions in the form set out in the Notice of Extraordinary General Meeting of the Company dated *21st January* 1993 and to any and every variation, alteration and modification of the special rights attaching to such Shares proposed to be effected by or required to give effect to such Resolutions and declare that the said Resolutions shall if passed be binding on all the holders of such Shares.

Date: *21st January*.....1993

Michael Caine.....
MICHAEL CAINE

Richard Shepherd.....
RICHARD SHEPHERD



NO: 319037

COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
COO d'OR RESTAURANT CO. LIMITED

CONSENT BY THE HOLDERS OF "B" SHARES TO
VARIATION OF SPECIAL RIGHTS

I, the undersigned, being the holder of all of the "B" Shares of £1.00 each in the capital of the Company HEREBY SANCTION AND CONSENT to the passing of the Resolutions in the form set out in the Notice of Extraordinary General Meeting of the Company dated 21st January 1993 and to any and every variation, alteration and modification of the special rights attaching to such Shares proposed to be effected by or required to give effect to such Resolutions and declare that the said Resolutions shall if passed be binding on all the holders of such Shares.

Date:21st January.....1993

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MICHAEL CAINE



NO: 319037

COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
COO d'OR RESTAURANT CO. LIMITED

CONSENT BY THE HOLDERS OF "C" SHARES TO
VARIATION OF SPECIAL RIGHTS

I, the undersigned, being the holder of all of the "C" Shares of £1.00 each in the capital of the Company HEREBY SANCTION AND CONSENT to the passing of the Resolutions in the form set out in the Notice of Extraordinary General Meeting of the Company dated 21st January 1993 and to any and every variation, alteration and modification of the special rights attaching to such Shares proposed to be effected by or required to give effect to such Resolutions and declare that the said Resolutions shall if passed be binding on all the holders of such Shares.

Date: 21st January.....1993

.....
RICHARD SHEPHERD

