

HAKKASAN LIMITED

Registered in England - No 3488606

WRITTEN SPECIAL RESOLUTION

27 December 2007

THURSDAY



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10/01/2008

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COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company propose that the following resolution is passed as special resolution, namely

SPECIAL RESOLUTION

THAT

- (A) each of the 37,910 A ordinary shares of £1 in the capital of the Company and each of the 62,090 B ordinary shares of £1 in the capital of the Company be and it is hereby converted into and redesignated as an Ordinary Share of £1 having the rights and being subject to the restrictions set out in the new Articles of Association of the Company to be adopted pursuant to paragraph (C) of this Resolution,
- (B) each of the 678,430 deferred shares of £1 in the capital of the Company be and it is hereby redesignated as an unclassified share of £1, and
- (C) the regulations contained in the document annexed hereto and marked "A" be and are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all the existing articles of association thereof

AGREEMENT

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

The undersigned, being an eligible member of the Company entitled to vote on the Resolution on 27 December 2007, agrees to the Resolution

Signature:

[Signature] (DIRECTOR) *[Signature]* (Director)

Name:

Cottergreen Limited

Date:

31/12/07

Notes

- 1 If you agree with the Resolution, please indicate your agreement to it by signing and dating this document where indicated above, and return it to the Company in one of the following ways
 - **By Hand:** Delivering the signed copy to the Company Secretary at 4th Floor, 151 Wardour Street, London W1F 8WE
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Signature: 

Name: Tina Juengbonguen

Date: 31/12/07

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Signature:



Name:

Debbie Chai

Date:

31/12/07

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Signature:



Name:

Foo Thian Chai

Date:

31/12/07

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Signature:



Name:

Wai Hung Wong

Date:

31/12/07

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Signature: 

Name: SIXTLWU

Date: 31/12/07

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Name

Fuk Sin Man and Yin Yee Man

Date:

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Name:

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Date:

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Name:

Terry Chung

Date:

31/12/07

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Name:

Chung Kit Yung

Date:

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Name:

Chung Wo Yau

Date:

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No 3488606

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

NEW
ARTICLES OF ASSOCIATION

of

HAKKASAN LIMITED

(Adopted by Special Resolution passed on 31 December 2007)

1 Preliminary

1.1 In these Articles

"CA 1985" means the Companies Act 1985 (to the extent for the time being in force)

"CA 2006" means the Companies Act 2006 (to the extent for the time being in force)

"electronic form" has the meaning given in section 1168 CA 2006

"Majority Shareholder" means any shareholder who owns or is interested in (directly or indirectly) Ordinary Shares representing a majority of the Ordinary Shares for the time being in issue

"Majority Shareholder Director" means any Director appointed by the Majority Shareholder

"Ordinary Shares" means Ordinary Shares of £1 each in the capital of the Company

"relevant securities" has the meaning ascribed to it by CA 1985

"Table A" means Table A in the Companies (Tables A to F) Regulations 1985 as amended by, *inter alia*, the Companies (Tables A to F) (Amendment) Regulations 1985, the Companies (Tables A to F) (Amendment) Regulations 2007 and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007. References to regulations are to regulations in Table A

"the Statutes" means CA 1985, CA 2006 and every other statute for the time being in force concerning companies and affecting the Company (together in each such case with any orders,

regulations or other subordinate legislation made under them and any statutory modification or re-enactment of them for the time being in force)

1 2 Subject as hereinafter provided, the regulations contained in Table A shall apply to the Company

1 3 Regulations 24, 38, 40, 42, 64, 69, 72, 76 to 80 inclusive, 84, 85, 87, 88, 89, 91, 101 and 118 shall not apply to the Company, but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company

2 Shares

2 1 The share capital of the Company at the date of the adoption of these Articles is £778,430 divided into 100,000 Ordinary Shares and 678,430 unclassified shares of £1 each

2 2 Unless otherwise agreed in writing by all the holders of the Ordinary Shares for the time being in issue

(a) Any shares unissued at the date of adoption of these Articles and any shares hereafter created shall before allotment be offered for subscription in the first instance to the holders of the Ordinary Shares for the time being in issue in proportion as nearly as the circumstances shall admit to the numbers of Ordinary Shares then held by each of them respectively At the expiration of the time limit specified by such offer for the acceptance of such shares, the balance of any shares so offered but not accepted may be dealt with in accordance with Article 2 2(c)

(b) Any such offer as aforesaid shall be made by notice in writing specifying the number and class of shares and the price at which the same are offered and limiting the time (not being less than 14 days, unless the member to whom the offer is to be made otherwise agrees) within which the offer if not accepted will be deemed to be declined

(c) Subject as aforesaid, to Article 2 2(d) and to any directions which may be given by the Company in general meeting, the Directors may unconditionally exercise the power of the Company to allot relevant securities (within the meaning of section 80(2) of CA 1985), and without prejudice to the generality of the foregoing any shares unissued at the date of adoption of these Articles and any shares hereafter created shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons (including the Directors themselves) on such terms and at such times as they may think proper, provided that no shares shall be issued at a discount or at a price lower than that at which such shares were offered to the holders of existing Ordinary Shares pursuant to the preceding paragraphs of this Article 2 2

(d) The maximum nominal amount of share capital which or in respect of which the Directors may allot, grant options or subscription or conversion rights, create, deal or otherwise dispose of in accordance with this Article shall be £678,430 or such other amount as shall be authorised by the Company in general meeting. The authority conferred on the Directors by this Article shall expire on 26 December 2012.

2.3 Subject to the provisions of the Statutes, the Company may purchase any of its own shares (including any redeemable shares). Regulation 35 shall be modified accordingly.

2.4 The provisions of section 89(1) CA 1985 shall not apply to the Company.

3 Lien

The lien conferred by regulation 8 shall apply to (a) all shares of the Company, whether fully paid or not, and (b) all shares registered in the name of any person indebted or under liability to the Company, whether he be the sole registered holder thereof or one of several joint holders, and shall be for all indebtedness or other liability to the Company of any member. Regulation 8 shall be modified accordingly.

4 Transfer of shares

4.1 Subject to Articles 4.9 to 4.11 (both inclusive) and unless in any particular case all the holders of the Ordinary Shares for the time being in issue otherwise agree in writing, no shares in the capital of the Company shall be transferred, and the Directors shall not register any transfer of any shares in the capital of the Company, except pursuant to and strictly in accordance with this Article 4.

4.2 Subject as provided in Article 4.11, every holder of shares who wishes to sell or transfer any of his shares or to dispose of any interest therein (such holder being hereinafter referred to as a "Vendor") shall serve on the Directors of the Company a notice in writing of his wish so to do accompanied by the relevant share certificate(s). Such notification (hereinafter called a "Transfer Notice") shall state the number and class of shares which the Vendor wishes to sell, transfer or dispose of and shall constitute the Directors his agents for the sale of such shares (hereinafter called the "Sale Shares") at the Sale Price (as defined in Article 4.8). The Transfer Notice shall also give details of the person to whom the Vendor wishes to transfer the Sale Shares in the event that no purchaser shall have been found pursuant to Article 4.3. Save as provided in Article 4.4, a Transfer Notice once given or deemed to be given shall not be capable of being withdrawn. A Transfer Notice may include any number of Sale Shares and, if such number is more than one, shall operate as if it were a separate notice in respect of every Sale Share comprised therein, Provided that a Vendor may specify in the Transfer Notice that it is conditional on a minimum number of Sale Shares (the "minimum sale number") therein specified being transferred, and in such case such Transfer Notice shall operate accordingly.

- 4 3 Within 7 days after a Transfer Notice has been received by the Directors or is deemed to have been given or, if later, within 7 days after the Sale Price shall have been determined, the Directors shall offer the Sale Shares giving details in writing of the number and class of the Sale Shares and the Sale Price to the holders of the then existing Ordinary Shares (other than, if applicable, the Vendor) *pro rata* as nearly as may be in proportion to the numbers of Ordinary Shares then held by such holders and inviting each such holder to state in writing within 21 days from the date of the offer notice whether he is willing to purchase any of the Sale Shares at the Sale Price and, if so, the maximum number thereof. Each such offer shall specify any minimum sale number stipulated in the Transfer Notice. The Directors shall also give details to the holders of the then existing Ordinary Shares of the person to whom the Vendor wishes to transfer the Sale Shares in the event that no purchaser shall have been found pursuant to this Article 4 3. At the expiration of the said period, the balance of any Sale Shares offered to the holders of Ordinary Shares but not so accepted shall be offered to the holders of the Ordinary Shares who have accepted all the shares to which they are respectively entitled who shall, if more than one, be entitled to purchase such balance of shares in the proportion as nearly as the circumstances will admit to the number of Ordinary Shares then held by each of them respectively. Such further offer shall be deemed to have been refused if not accepted within 14 days of the date of the offer.
- 4 4 The Directors shall on the expiration of the above periods give notice to the Vendor of the numbers of Sale Shares which members are willing to purchase. If the Directors shall have found members willing to purchase some (not in any event being less than any minimum sale number specified in the Transfer Notice) but not all of the Sale Shares, the Vendor may, within 7 days of the receipt of such notice from the Directors, give a counter-notice in writing to the Directors withdrawing the Transfer Notice. If the Directors shall under the preceding paragraphs of this Article have found members willing to purchase all the Sale Shares or if no such counter-notice shall have been given by the Vendor within the aforesaid period, the Vendor shall be bound, on receipt of the Sale Price per share, to transfer the Sale Shares (or such of the same for which the Directors shall have found purchasers) to the purchasers specified by the Directors in accordance with this Article. The purchase shall be completed as soon as reasonably practicable at a place and time to be appointed by the Directors, when against payment of the Sale Price and any relevant stamp duties, the purchaser(s) shall be registered as the holders of the relevant shares in the register of members of the Company and share certificate(s) in the name(s) of such purchaser(s) and in respect of the relevant shares shall be delivered.
- 4 5 If the Vendor, after having become bound to transfer any Sale Shares to a purchaser, makes default in so doing, the Directors shall authorise some person to execute any necessary transfers of the Sale Shares in favour of the purchaser or purchasers and shall enter the name(s) of the purchaser(s) in the register of members as the holder(s) of such of the Sale Shares as shall have been transferred to them as aforesaid. The Company shall receive the

purchase money on behalf of the Vendor, but shall not be bound to earn or pay interest thereon. The receipt of the Company for the purchase money shall be a good discharge to any purchaser who shall not be bound to see to the application thereof, and after the name of the purchaser has been entered in the register of members in purported exercise of the aforesaid powers the validity of the proceedings shall not be questioned by any person.

- 4.6 If, by the end of the applicable period specified in Article 4.3, the Directors shall not have found purchasers for all the Sale Shares pursuant to this Article and the Vendor shall not have given a counter-notice or the Directors shall not have found purchasers for the minimum sale number of Sale Shares, the Vendor shall be at liberty to sell and transfer all or any of the Sale Shares for which no purchasers shall have been found at any time within the following 30 days to any person or persons in pursuance of a *bona fide* sale at any price not being less than the Sale Price. If a Vendor shall sell any of the Sale Shares to a person under the provisions of this Article 4.6, the Directors may, before registering the transfer of such Shares to such person, require the Vendor and the purchaser to furnish the Company with such information, supported (if the Directors so require) by statutory declaration, as they may consider necessary in order to be satisfied that the price paid for each such share was not less than the Sale Price and that the transfer is not part of a larger transaction or one of a series of related transactions under which compensatory benefit is given by or on behalf of Vendor.
- 4.7 For the purpose of ensuring that a transfer of Shares is in accordance with the foregoing provisions of this Article and duly authorised hereunder or for the purpose of ascertaining when a Transfer Notice is deemed to have been given hereunder, the Directors may require any member, the legal personal representatives of a deceased member, the trustee in bankruptcy of a bankrupt member or the liquidator of any corporate member or any person named as transferee in any transfer lodged for registration to furnish to the Company such information and evidence as the Directors may think fit regarding any matter they deem relevant to such purpose. Failing such information or evidence being furnished to the satisfaction of the Directors within a reasonable time after such request or if any such information or evidence discloses that a Transfer Notice ought to be given in respect of any shares, the Directors shall refuse to register the transfer in question and shall be entitled to serve a Transfer Notice in respect of the shares concerned, and the provisions of these Articles shall take effect accordingly.
- 4.8 For the purposes of this Article 4, the expression the "**Sale Price**" shall mean the price per share (if any) specified in the Transfer Notice or (if no such price is so specified) the fair value per share as the Vendor and the Directors shall agree or, failing agreement, as the auditors of the Company (acting as experts and not as arbitrators) shall state in writing to be in their opinion the fair selling value of the Sale Shares on the open market having regard to the fair value of the business of the Company as a going concern and on the basis of an arm's length transaction as between a willing vendor and a willing purchaser but disregarding the fact that the Sale Shares may comprise only a minority holding in the Company. The determination of the auditors shall

(in the absence of manifest error) be final and binding on all concerned. The cost of obtaining the certificate of the auditors shall be borne by the Company unless the Vendor shall have withdrawn the Transfer Notice pursuant to Article 4.4, in which case the Vendor shall bear the cost.

4.9 The provisions of Articles 4.2 to 4.8 (both inclusive) shall not apply to

- (a) any transfer by a member to a privileged relation of such member,
- (b) any transfer by a member to trustees to be held on the trusts of a family settlement of such member, and
- (c) in the case of a member being a body corporate, any transfer to a member of the same group

4.10 For the purposes of this Article 4

- (a) "privileged relation" means and includes husband or wife or widower or widow and child or stepchild
- (b) Where shares have been transferred under Article 4.9(b) to trustees, the relevant shares may, on a change of trustees, be transferred to the trustees for the time being of the trusts concerned, and Article 4.9(a) shall be deemed to permit transfers of any of the relevant shares to privileged relations of the member or former member concerned rather than to privileged relations of any such trustee. If and whenever any of the relevant shares come to be held otherwise than under a family settlement (otherwise than in connection with a transfer by the trustees authorised under this Article), the trustees shall be bound to notify the Directors in writing forthwith that such event has occurred and, if and when required in writing by the Directors so to do, shall be deemed to have given a Transfer Notice (as defined in Article 4.2) in respect of the shares concerned
- (c) "family settlement" means a settlement (whether arising under a settlement *inter vivos* or a testamentary disposition by whomsoever made or on an intestacy) under which no immediate beneficial interest in the shares in question is for the time being vested in any person other than a particular member or deceased or former member and his privileged relations and no power of control over the voting powers conferred by such shares is for the time being exercisable by or subject to the consent of any person other than the trustees as trustees or the member concerned or a privileged relation of such member
- (d) Where shares have been transferred under Article 4.9(c) (whether directly or by a series of transfers thereunder) from a body corporate (the "transferor company", which

expression shall not include a second or subsequent transferor in such a series of transfers) to a member of the same group (the "transferee company") otherwise than under a scheme of reconstruction or amalgamation whereunder the transferor company is placed in liquidation and the transferee company acquires the whole or the major part of its undertaking and assets, and subsequently the transferee company ceases to be a member of the same group as the transferor company, the transferee company shall be bound to notify the Directors in writing forthwith that such event has occurred and (unless within 14 days after such event the relevant shares are transferred to the transferor company or a member of the same group as the transferor company any such transfer only being deemed to be authorised under Article 4 9(c), the transferee company shall be deemed to have given a Transfer Notice (as defined in Article 4 2) in respect of the relevant shares

(e) A "member of the same group" means a company (within the meaning ascribed thereto by section 736 CA 1985) which is for the time being a holding company of the transferor company or a subsidiary of the transferor company or any such holding company

(f) The "relevant shares" means and includes, so far as the same remain for the time being held by the trustees or the transferee company (as the case may be), the shares originally transferred and any additional shares issued or transferred to the trustees or the transferee company (as the case may be) by virtue of the holding of the relevant shares or any of them or the membership thereby conferred

4 11 Notwithstanding anything contained in these Articles, the Majority Shareholder and any successor in title (direct or indirect) of the Majority Shareholder shall be free to sell or transfer any shares or dispose of any interest therein, in each case without restriction

4 12 Notwithstanding anything contained in these Articles, the Directors may decline to register any transfer of any share on which the Company has a lien or any transfer of any share not being a fully-paid share

4 13 Without prejudice to the generality of the foregoing provisions of this Article 4, no share in the capital of the Company (nor any interest therein) may be transferred or disposed of, and the Directors shall not register the transfer of any share, unless such transfer or disposal is made in accordance with a prior written agreement, or with the prior written consent, of each of the holders of the Ordinary Shares for the time being in issue

5 Transmission of shares

Notwithstanding anything to the contrary contained in regulations 29 to 31, the Directors shall not be bound to register as a member any person becoming entitled to a share in consequence of

the death, bankruptcy or liquidation of a member and may refuse to do so if the Directors are of the opinion that the registration of such person will not be conducive to the interests of the Company, and the Directors shall not be bound to give any reason for their opinion. In the event of such refusal being notified by the Directors to such person in writing or if the person aforesaid shall elect to transfer any shares without having been registered as a holder thereof, such person shall be deemed to be a Vendor and to have served a Transfer Notice (within the meaning of Article 4 2) in respect of all shares to which he has so become entitled seeking transfer at the fair value as determined by the Auditors in accordance with Article 4 8, and the provisions of Articles 4 2 to 4 8 (both inclusive) shall apply as if such person were a holder of such share

6 Proceedings at general meetings

- 6 1 Regulation 37 shall be modified by the deletion of the second sentence thereof
- 6 2 General meetings shall be called by at least 14 clear days' notice, but a general meeting may be called by shorter notice if it is so agreed by members together holding not less than 95 per cent in nominal value of the shares giving the right to attend and vote at the meeting. The notice shall specify the time and place of the meeting, the general nature of the business to be transacted and the terms of any resolution to be proposed at it and, in the case of an annual general meeting, shall specify the meeting as such. Subject to the provisions of these Articles and to any restrictions imposed on any shares, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the Directors and the auditors
- 6 3 No business shall be transacted at any general meeting unless the requisite quorum is present at the commencement of the business and also when such business is voted upon. Save if the Company only has a single member, two persons entitled to vote on the business to be transacted, each being a member, a proxy for a member or a duly authorised representative of a corporation, shall be a quorum for all purposes, of whom one shall be, or shall be a proxy for or a duly authorised representative of, the Majority Shareholder
- 6 4 The Chairman at every general meeting of the Company shall be a Majority Shareholder Director
- 6 5 A poll may be demanded at any general meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 shall be modified accordingly
- 6 6 A resolution in writing shall be deemed to have been duly executed on behalf of a corporation if signed by one of its directors or its secretary. In the case of a share held by joint holders, the signature of any one of them on behalf of all such joint holders shall be sufficient. The Directors shall cause a record of each resolution in writing, and of the signatures to it, to be entered in a

book in the same way as minutes of a general meeting of the Company and to be signed by a Director or the secretary of the Company

- 6 7 At or before the time a proposed written resolution is supplied to a member for signature, the Directors and the secretary the Company shall, if the Company has auditors, secure that a copy of the resolution is sent to them, or that they are otherwise notified of its contents

7 Appointment, removal and disqualification of Directors

- 7 1 The number of Directors may be determined by ordinary resolution of the Company, but unless and until so fixed there shall be no maximum number of Directors and the minimum number of Directors shall be one
- 7 2 Without prejudice to the powers of the Company under section 168 CA 2006 to remove a Director by ordinary resolution, the Majority Shareholder shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors and to remove from office any Director howsoever appointed Any such appointment or removal shall be effected by an instrument in writing signed by the Majority Shareholder making the same or (in the case of a member being a corporation) signed on its behalf by one of its directors or its secretary and shall take effect on lodgement at the registered office of the Company or on being produced to a meeting of the Directors
- 7 3 The office of a Director shall be vacated if he is removed from office under Article 7 2 Regulation 81 shall be modified accordingly
- 7 4 Regulation 88 shall be modified by the deletion of the third sentence thereof

8 Powers and duties of Directors

- 8 1 Subject to the provisions of the Statutes, a Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor Notwithstanding his interest, a Director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him Regulation 94 shall be modified accordingly
- .8 2 The Directors may exercise all the powers of the Company contained in clause 3(j) of the Memorandum of Association of the Company

9 Alternate Directors

- 9 1 Any appointment or removal of an alternate Director made under the regulations shall be delivered at the registered office of the Company or produced to a meeting of the Directors. In regulation 65 the words "approved by resolution of the directors and" shall be deleted.
- 9 2 If his appointor is for the time being absent from the United Kingdom or otherwise not available, the signature of an alternate Director to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall be deemed to be a Director for the purpose of signing instruments pursuant to Article 11. Save as aforesaid, an alternate Director shall not have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.
- 9 3 An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements with the Company and to be repaid expenses and to be indemnified to the same extent *mutatis mutandis* as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration, except only 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.
- 9 4 Regulation 66 shall be modified by the deletion of the second sentence thereof.

10 Proceedings of Directors

- 10 1 The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and the manner of dispatching business as they think fit. Two Directors (of whom one at least shall be a Majority Shareholder Director) shall be a quorum.
- 10 2 The Directors may from time to time appoint committees consisting of one or more Directors provided that at least one member of any such committee shall be a Majority Shareholder Director and may delegate any of their powers to any such committee and from time to time revoke any such delegation and discharge any such committee wholly or in part. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Directors, but may meet and adjourn as it thinks proper.
- 10 3 The Chairman at all meetings of the Directors and committees of the Directors shall be a Majority Shareholder Director.
- 10 4 Notwithstanding anything contained in these Articles, no decision or resolution of the Directors or any committee of the Directors affecting the matters set out below shall be effective unless at the meeting at which the relevant matter is considered or resolved on a Majority Shareholder Director shall have voted in favour of the relevant matter.

- (a) the opening of a new restaurant,
- (b) entering into or varying any management or franchise agreements,
- (c) the creation or issue of any shares or the grant or agreement to grant any option over shares or any uncalled capital of the Company or the issue of any obligations convertible into shares,
- (d) the capitalisation, repayment or other form of distribution of any amount standing to the credit of any reserve of the Company or any redemption of share capital or the redemption or purchase of any shares or any other reorganisation of the share capital,
- (e) the alteration of the Company's Memorandum of Association or these Articles,
- (f) the admission of any person (whether by subscription or transfer) as a member of the Company,
- (g) the declaration or payment of any dividend or the making of any distribution,
- (h) the sale, purchase, lease, licensing, mortgaging or charging of any freehold or leasehold property or of any interest therein,
- (i) the giving of any guarantee or indemnity or other security,
- (j) the approval of any transaction or dealing of an unusual or long term nature,
- (k) the commencement by the Company of any new type of business not being ancillary or incidental to the ownership, operation, management and/or franchising of restaurants in the United Kingdom and elsewhere,
- (l) the formation or acquisition of any subsidiary,
- (m) the acquisition by the Company of any shares of any other company or the participation in any partnership or joint venture,
- (n) the borrowing of any money,
- (o) the terms and conditions under which any credit is to be made available to or repaid by the Company,
- (p) the lending of any moneys (otherwise than by way of deposit with a bank or other institution the normal business of which includes the acceptance of deposits),
- (q) the alteration of any mandate given to the Company's bankers relating to any matter concerning the operation of the Company's bank accounts,

- (r) the factoring or assignment of any of book debts,
- (s) the making of any capital commitment in excess of £50,000,
- (t) the disposal of any assets otherwise than in the ordinary course of business,
- (u) the sale or disposal of the whole or substantial part of the undertaking or assets of the Company,
- (v) the amalgamation or merger of the Company with any other company or concern,
- (w) the appointment of a Chief Executive Officer, Chief Financial Officer, Chief Operating Officer or other senior manager,
- (x) varying the terms of employment of any senior employee, and
- (y) the entering into of any agreement, contract or arrangement with any shareholder or any undertaking which is a holding company or subsidiary of that shareholder and any subsidiary of any such holding company (excluding the Company and its subsidiaries)

- 10 5 Notwithstanding any provision in these Articles to the contrary, a Director appointed by the Majority Shareholder shall, in the absence from any meeting of the Directors of any Director or Directors appointed by the Majority Shareholder, be entitled to exercise without production of any authority in that behalf all voting powers which such absent Director or Directors would have been entitled to exercise at such meeting had he or they been present thereat
- 10 6 Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote
- 10 7 Any Director, alternate Director or member of a committee of the Directors may validly participate in a meeting of the Board or a committee of the Board by means of conference telephone or any other form of communications equipment, provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting, or by a series of telephone calls from the Chairman of the meeting or by exchange of communication in electronic form addressed to the Chairman of the meeting
- 10 8 A person so participating by being present or being in telephone communication with or by exchanging communication in electronic form with those in the meeting or with the Chairman of the meeting shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no group which is larger than any other group, where the Chairman of the meeting is

- 10 9 A resolution passed at any meeting held in the above manner, and signed by the Chairman of the meeting, shall be as valid and effectual as if it had been passed at a meeting of the Board (or committee, as the case may be) duly convened and held
- 10 10 The continuing Directors (provided that there is a quorum as defined above) may act notwithstanding any vacancies, and regulation 90 shall be modified accordingly
- 10 11 For a signed resolution under regulation 93 to be effective it shall not be necessary for it to be signed by a Director who is prohibited by the Articles or by law from voting thereon
Regulation 93 shall be modified accordingly

11 The seal

- 11 1 If the Company has a common seal, it shall only be used with the authority of the Directors or a committee of the Directors The Directors may determine who shall sign any instrument to which the common seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or second Director The obligation under regulation 6 relating to the sealing of share certificates shall apply only if the Company has a common seal
- 11 2 If the Company has a common seal, the Company may also have an official seal for use abroad under the provisions of CA 1985, where and as the Directors shall determine, and the Company may by writing under the common seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof as may be thought fit
Wherever in these Articles reference is made to the common seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid

12 Notices

- 12 1 Every Director of the Company and every alternate Director shall be entitled to receive notices of general meetings (at his usual address or at such other address as he may notify to the Company) in addition to the persons so entitled under the Statutes The third sentence of regulation 112 shall be deleted
- 12 2 In the first sentence of regulation 112 the words "(or at such other address, whether within or outside the United Kingdom, as he may supply to the Company for that purpose)" shall be inserted after "registered address"
- 12 3 A notice posted to an address outside the United Kingdom shall be deemed, unless the contrary is proved, to be given at the expiration of 5 days after the envelope containing it was posted and regulation 115 shall be modified accordingly

- 12.4 The following sentence shall be inserted after the second sentence of regulation 112 "Anything agreed or specified by the first-named joint holder in relation to documents or information sent to him in respect of a joint holding shall be binding on all joint holders"
- 12.5 Regulation 116 shall be modified by deleting the words "the address, if any, within the United Kingdom" and inserting in their place the words "the address, if any, whether within or outside the United Kingdom"
- 12.6 Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed Regulations 111 and 112 shall be modified accordingly

13 Indemnity

Subject to the provisions of the Statutes, but without prejudice to any indemnity to which he may otherwise be entitled, every Director or officer of the Company (except the auditors of the Company) may, at the discretion of the Board, be indemnified out of the assets of the Company against all costs, charges, losses, damages and liabilities incurred by him for negligence, default, breach of duty, breach of trust or otherwise in relation to the affairs of the Company or of an associated company