

We certify this to be a  
true copy of the original

BSPR LLP - 24.3.10  
BROOK STREET DES ROCHES LLP

**Companies Act 2006  
Company number 4285266  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION**

**of  
ACB RESTAURANTS LIMITED (the 'Company')**

**19** March 2010

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (**Resolutions**)

**SPECIAL RESOLUTIONS**

IT IS RESOLVED that the Articles of Association of the Company be amended by the addition of Articles 12 and 10-12 as set out in the form annexed and that the existing Articles be renumbered as appropriate

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolution. The undersigned, a person entitled to vote on the Resolution on **19** March 2010, hereby irrevocably agrees to the Resolution

Signed by



Date

**19 March 2010**

**NOTES**

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to The Company Secretary, Aldreth, Pearcroft Road, Stonehouse, GL10 2JY

You may not return the Resolution to the Company by any other method

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 3 Unless, by 30 March 2010 sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date

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## **Article 1 2**

### **DEFINITIONS**

**Civil Partner** in relation to an individual Shareholder, a civil partner as defined in the Civil Partnerships Act 2004

**Permitted Transfer** a transfer of Shares in accordance with article 10

**Permitted Transferee** the spouse, Civil Partner, widow or widower of a Shareholder

### **10. PERMITTED TRANSFERS**

**10 1** A member (the Original Member) may transfer shares to a Permitted Transferee only, and only with the prior written consent of McDonald's Restaurants Limited

**10 2** In his or her lifetime, a member may transfer no more than 25% of his or her shares to a Permitted Transferee

**10.3** If a Permitted Transfer is made to the spouse or Civil Partner of the Original Member, such spouse or Civil Partner shall within five Business Days of ceasing to be the spouse or Civil Partner of the Original Shareholder (whether by reason of divorce or otherwise) either

- a) execute and deliver to the Company a transfer of the Shares held by him to the Original Member (or, to any Permitted Transferee of the Original Member) for such consideration as may be agreed between them, or
- b) serve a notice to the Company in accordance with Article 9,

failing which a notice shall be deemed to have been given in respect of the relevant shares

**10 4** Where, under a deceased members will (or the laws as to intestacy), the persons legally or beneficially entitled to any shares (whether immediately or contingently) are Permitted Transferees of the deceased member, the legal representative of the deceased member may transfer any shares to those Permitted Transferees without restriction as to price or otherwise, but subject to the provisions of Article 12

**10 5** Subject to Article 10 3, on the death or bankruptcy of a Permitted Transferee (other than a joint holder), his personal representatives or trustee in bankruptcy shall execute and deliver to the Company a transfer of the shares held by the Permitted Transferee (without any price or other restriction) within five Business Days after the date of the grant of probate or the making of the bankruptcy order. The transfer shall be to the Original Member, if still living (and not bankrupt) or, if so directed by the Original Member, to any Permitted Transferee of the Original Member. If the transfer is not executed and delivered within five Business Days of that period, or if the Original Member has died or is bankrupt, the personal representative or trustee in bankruptcy shall be deemed to have served a notice in accordance with Article 9

## **11 COMPULSORY TRANSFERS**

**11.1** If a share remains registered in the name of a deceased member for longer than one year after the date of his or her death, the Directors may require the legal personal representatives of that deceased member either

- c)** to effect a Permitted Transfer of those shares (including an election to be registered in respect of the Permitted Transfer), or
- d)** to show, to the satisfaction of the Directors, that a Permitted Transfer will be effected before (or promptly on) the completion of the administration of the estate of the deceased member

If either paragraph (a) or paragraph (b) of this Article 11.1 is not fulfilled to the satisfaction of the Directors, a notice shall be deemed to have been served in accordance with Article 9 in respect of each such share

## **12 APPROVAL BY McDONALD'S RESTAURANTS LIMITED**

**12.1** A transfer of shares may only be registered with the prior written consent of McDonald's Restaurants Limited