

I CERTIFY THIS TO BE A TRUE COPY OF THE ORIGINAL  
*David Riley*  
 SOLICITOR  
 THIS AGREEMENT is made the 4<sup>th</sup> Day of June 2009  
 BETWEEN:-  
 DAVID RILEY  
 1 STANDBROKE AD  
 LONDON N5 2PZ  
 RILEY & CO SOLICITORS  
 11 JUNE 2009

- 1) Loungelover Ltd (a company registered in England & Wales under Company Registration No 04527597) registered office 56 Redchurch Street, London E2 7DP ("Loungelover")
- 2) Hassan Abdullah of 1 Club Row, London E1 6JX ("Hassan")
- 3) Michel Lasserre of 1 Club Row, London E1 6JX ("Michel")
- 4) Stefan Karlsson of 1 Club Row, London E1 6JX ("Stefan")

## WHEREAS

- A Hassan, Michel and Stefan own the entire issued shareholding in Loungelover in equal shares
- B Hassan, Michel and Stefan own in equal shares the entire issued shareholding in each of Annex 3 Ltd (Co Regn No 04302855), L3G Ltd (Co Regn No 05406493), Saffire Ltd (Co Regn No 04297644), Les Trois Garçons Ltd (04004624) and Xebec Restaurants Ltd (Co Regn No (03969896) (together "the Companies").
- C Hassan, Michel and Stefan wish to restructure and rationalise their business organisation and shareholdings and to appoint Loungelover as group holding company

## IT IS AGREED AS FOLLOWS:-

- 1 On the date of this agreement Hassan, Michel and Stefan will each transfer to Loungelover the entirety of their shareholdings in the Companies in consideration of Loungelover allotting and issuing to each of Hassan, Michel and Stefan five £1.00 ordinary shares in Loungelover (being one allotted share per shareholding in each of the Companies).

TUESDAY



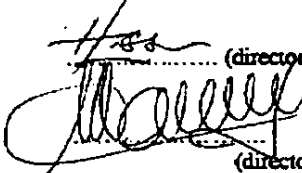
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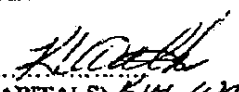
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- 2 The parties agree to use their best endeavours to give effect to the terms of this agreement including (without prejudice to the generality of the foregoing) to exercise their voting rights as director and/ or shareholder.

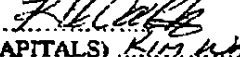
Signed as a Deed by  
LOUNGELOVER LIMITED  
Acting by a Director and its  
Secretary or by two Directors

 (director)  
(director / secretary)

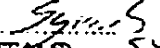
Signed as a Deed by  
HASSAN ABDULLAH  
In the presence of:-

Signature of witness...   
Name (In BLOCK CAPITALS) KIM WALKER  
Address 444 KINGSLAND RD  
LONDON E8 4AE

Signed as a Deed by  
MICHEL LASSERRE  
In the presence of:-

Signature of witness...   
Name (In BLOCK CAPITALS) KIM WALKER  
Address 444 KINGSLAND RD  
LONDON E8 4AE

Signed as a Deed by  
STEFAN KARLSSON  
In the presence of:-

Signature of witness...   
Name (In BLOCK CAPITALS) SYBIL GREGG  
Address HAZEL ST  
31 BEDFORD  
BRIDGEMAN