

Company Number 04658059
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

of

Marcus Wareing at the Savoy Grill Limited (the "Company")

22 May 2008

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

SPECIAL RESOLUTIONS

- 1 That the Articles of Association of the Company be altered by
 - a deleting the present Articles 24, 25, 26 and 28 and substituting them with the following new article

" 24. Notwithstanding anything contained in these articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration of any shares where such transfer is executed by any person to whom such shares have been charged by way of security, or by an nominee of any such person, pursuant to a power of sale under security, and a certificate by any such person or employee of any such person that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts ", and
 - b deleting the present Articles 8 to 11 inclusive in their entirety
- 2 THAT the Company and its directors are hereby authorised to enter into the following documents
 - a an unlimited intercompany guarantee granted to The Royal Bank of Scotland plc (the "Bank"),
 - b a debenture granted to the Bank, and

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- c an overdraft facility agreement between the Bank, Gordon Ramsay Holdings Limited, Gordon Ramsay Holdings International Limited, the Company and others as account holders,

(together the "**Finance Documents**"), the latest drafts of which we have approved, together with such amendments as any director might, in their sole discretion deem appropriate

- 3 THAT it would be in the best interests and for the benefit of the Company to enter into and execute each and every Finance Document, and all other documents or ancillary documentation required in connection therewith
- 4 THAT any director, or in the case of a deed, any two directors or a director and the company secretary of the Company, be and is hereby authorised to execute on behalf of the Company
 - a each and every Finance Document with such amendments thereto, if any, as may be approved by the person or persons so authorised and executing the Finance Document, and
 - b any other agreement or document the Bank may require in connection with the Finance Documents and which is approved by the person or persons so authorised and executing the Finance Document
- 5 THAT any director or the company secretary of the Company, either alone or with another director or the company secretary, be and is hereby authorised on behalf of the Company, to execute and do all such deeds, documents or things as they may consider expedient in connection with the execution of performance by the Company of the Finance Documents

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution set out above.

I, Gordon James Ramsay/ Christopher Fraser Hutcheson, the undersigned, an authorised representative of Artichoke Consultancy Limited, who owns 100% of the shareholding in the

Company and is entitled to vote on the above Resolutions on 22 May 2008, hereby irrevocably consent to the Resolutions

SIGNED by ~~Gordon James Ramsay~~/ Christopher Fraser Hutcheson
acting by Director/~~Secretary~~ of

ARTICHOKE CONSULTANCY LIMITED


Director/~~Secretary~~

Date

< 22 May 2008

NOTES

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company
- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 3 Unless, by 1 June 2008 sufficient agreement has been received for the Resolutions to pass, it will lapse If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document