



Image Restaurants Limited (company number 4766293)
(the "Company")

Written Resolution of the Member(s) of the Company

Circulation date: 16 April 2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions in paragraphs 1 and 2 are passed as ordinary resolutions and the resolution in paragraph 3 is passed as a special resolution (the "**Resolutions**")

ORDINARY RESOLUTIONS

We, being all those members entitled to attend and vote at meetings of the Company convened for the purpose of passing or sanctioning the following resolutions, hereby resolve unanimously in accordance with Chapter 2 of Part 13 of the Companies Act 2006 as follows

- 1 **That** it would promote the success of the Company for the benefit of its members as a whole, and be to the further benefit and advantage of the Company to (i) grant the guarantee as set out in the Facilities Agreement and the security as set out in the Debenture and the Second Ranking Debenture and (ii) enter into
 - 1 1 the unitranche and revolving facilities agreement to be entered into between, among others, D&D Topco Limited as parent, the Company as original obligor, BlueBay Direct Lending I Investments (Luxembourg) S à r l as the arranger and Lloyds TSB Bank plc as the agent and the security agent (the "**Security Agent**") (the "**Facilities Agreement**"),
 - 1 2 the debenture to be entered into between, among others, the Company and the Security Agent (the "**Debenture**"), and
 - 1 3 the second ranking debenture to be entered into between, among others, the Company and LDC (Managers) Limited as the security agent (the "**Second Ranking Debenture**")
- 2 **That** the Directors are instructed to take any action in connection with the negotiation, execution, delivery and performance of the Facilities Agreement, the Debenture and the Second Ranking Debenture as they shall deem necessary or appropriate

SPECIAL RESOLUTION

- 3 **That** the articles of association of the Company be amended by inserting the following as new Article 59

"59 LIENS

Regulation 8 of Table A shall not apply to any shares that have been charged by way of security to any bank, institution or other person, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) "

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolutions on 16 April 2013, hereby irrevocably agrees to the Resolutions

Signed by CGL Restaurant Holdings Limited

Date

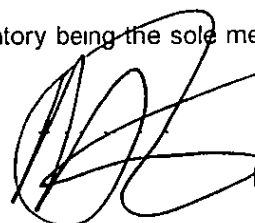


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NOTES:

- 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 using one of the following methods
 - **By Hand** delivering the signed copy to Des Gunewardena, 16 Kirby Street, London EC1N 8TS
 - **Post** returning the signed copy by post to Des Gunewardena, 16 Kirby Street, London EC1N 8TS
 - **Fax** faxing the signed copy to 0207 717 7860 marked "For the attention of Des Gunewardena"
 - **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to des@DandDlondon.com Please enter "Written resolutions of Image Restaurants Limited" in the e-mail subject box
- 2 If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 4 Unless, by midnight on 14 May 2013, 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 this time
- 5 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
- 6 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

The Resolutions were passed on 16 April 2013, the signatory being the sole member of the Company



Director