

NANDO'S GROUP HOLDINGS LIMITED (the "Company")

Company No. 06451677

PRIVATE COMPANY LIMITED BY SHARES

NOTIFICATION OF WRITTEN RESOLUTIONS OF THE COMPANY PROPOSED BY THE DIRECTORS AND HAVING EFFECT AS ORDINARY AND SPECIAL RESOLUTIONS OF THE COMPANY PURSUANT TO THE PROVISIONS OF PART 13 OF THE COMPANIES ACT 2006 (THE "ACT")

DATE PASSED: 11 February 2019

I, the undersigned, being a director of the Company, hereby certify that the following written resolutions were circulated to all eligible members of the Company and that the written resolutions were duly passed on the date stated above.

ORDINARY RESOLUTION

- 1 THAT, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in Clause 6 of the memorandum of association of the Company, which by virtue of Section 28 of the Act is treated as a provision of the Company's articles of association, is hereby revoked and deleted.
- 2 That the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Act to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to a nominal amount of £130,000,000, such authority to apply in substitution for all previous authorities pursuant to Section 551 of the Act and to expire on 11 February 2020 but so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority given by this Resolution has expired.

SPECIAL RESOLUTION

- 3 That, subject to the passing of Resolutions 1 and 2 above, the Directors be empowered to allot equity securities (as defined in Section 560(1) of the Act) wholly for cash pursuant to the authority given by Resolution 2 above as if Section 561(1) of the Act did not apply to any such allotment.

Signed: 

Director

Date: 12 February 2019

