

No: 3676216

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ORDINARY

AND

SPECIAL RESOLUTIONS

of

THE HINDS HEAD LIMITED

("the Company")




Written Resolutions of the Sole Shareholder of the Company, passed on 11 November 2006, pursuant to Article 10 of the Company's Articles of Association.

WE, the undersigned, being the sole member of the Company entitled to attend and vote at General Meetings of the Company HEREBY RESOLVE as follows:

1. That the authorised share capital of the Company be re-organised by the conversion and re-designation of the existing and issued 950 "A" Ordinary Shares of £1.00 each and the existing but unissued 50 "B" Ordinary Shares of £1.00 each as Ordinary Shares of £1.00 each having the rights and privileges and being subject to the restrictions and limitations set out in the New Articles of Association of the Company referred to in Resolution No.4 below.
2. That the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount of £50 provided that the authority hereby given shall expire 3 months after the passing of this resolution unless previously renewed or varied and save that the Directors may notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.
3. That in accordance with Section 95 of the Companies Act 1985, Section 89(1) of that Act shall not apply to the allotment of equity securities pursuant to the general authority given for the purposes of Section 80 of that Act and the

Directors may allot, grant such options over or otherwise dispose of such shares to such persons, on such terms and in such manner as they see fit for as long as this resolution shall have effect.

4. That the Articles of Association of the Company be amended as follows:
- (a) By the deletion of Article 3 and the adoption of a new Article 3 as follows:
- “3. The Share Capital of the Company is £1,000 divided into 1,000 Ordinary Shares of £1.00 each.”
- (b) In Article 7:
- (i) by the substitution of the figure “5” for the figure “4” in line 5 of paragraph (h); and
- (ii) in paragraph (i) by the deletion of sub-paragraph (ii) and the re-numbering of the remaining sub-paragraphs (iii) and (iv) respectively as sub-paragraphs (ii) and (iii).


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H. M. Blumenthal
Duly authorised Representative
For and on behalf of
The Fat Duck Group Limited

Dated: 11th November 2006