

THE COMPANIES ACTS 1985 to 1989

Company Number : 3676216



SPECIAL RESOLUTIONS OF: THE FAT DUCK LIMITED

We, the undersigned, The Fat Duck Group Limited, being all the members for the time being of the above named Company entitled to attend and vote at General Meetings pass the following special resolutions as Written Resolution pursuant to section 381A Companies Act 1985:

1. IT WAS RESOLVED that the Articles of Association of the Company be amended as follows:-

By deleting paragraph (a) of Article 7 and by inserting the following paragraph in substitution therefore:

"(a) No transfer of any shares or any interest in shares shall be made unless the rights of pre-emption hereafter conferred have been exhausted"

2. IT WAS RESOLVED that the Articles of Association of the Company be hereby amended as follows:-

By deleting paragraph (i) of Article 7 and by inserting the following paragraph (i) in substitution therefore:

- "(i) Restrictions on transfer contained in this article shall not apply to:
- (i) a transfer approved in writing by all members;
 - (ii) a transfer from a holder of "A" shares to another holder of "A" shares;
 - (iii) the transfer by a corporate member ("the Transferor Company") to an associated company ("the Transferee Company") (that is to say the holding company or wholly owned subsidiary of the Transferor Company or any other wholly owned subsidiary of any holding company). If the Transferor Company and the Transferee Company cease to be associated, the Transferee Company shall be deemed to have given the Transferor Company notice immediately prior to that event in respect of all shares transferred to it unless it re-transfers the shares to the Transferor Company
 - (iv) transfer by a corporate member company formed to acquire the whole or a substantial part of its undertaking or assets as part of the scheme of amalgamation or reconstruction

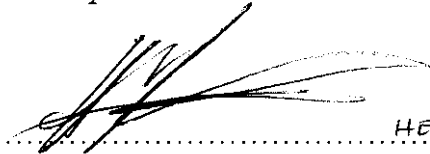
It must be proved to be the reasonable satisfaction of the directors that the transfer bona fide falls within one of these exceptions.

3. IT WAS RESOLVED that the Articles of Association of the Company be hereby amended as follows:-

By the deletion of paragraph (j) of Article 7 and the relettering of paragraph "(k)" by substituting letter "(j)".

Dated this 14th day of December 1999

Signed :


..... HESTON MARC BLUMENTHAL
Authorised signatory for The Fat Duck Group Limited