

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the Offer, the contents of this document or what action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

This Form of Acceptance should be read in conjunction with the accompanying Offer Document dated 11 May 2011. Unless the context otherwise requires, the definitions contained in the Offer Document also apply in this Form of Acceptance.

If you have sold or otherwise transferred all of your Ordinary Shares (otherwise than pursuant to the Offer), please forward the Offer Document but NOT this Form of Acceptance at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. **However, these documents should not be forwarded or transmitted in or into any jurisdiction where to do so would constitute a violation of the relevant laws in such jurisdiction.** If you have sold or otherwise transferred only part of your holding of Ordinary Shares, you should retain these documents. The distribution of this document in jurisdictions other than the United Kingdom may be restricted by the laws of those jurisdictions and therefore any person into whose possession this document comes should inform themselves about, and observe, any such restrictions. Failure to comply with any such restrictions may constitute a violation of the securities law of any such jurisdiction.

Further information for Overseas Shareholders is set out in paragraph 14 of the letter from W2D2 Limited in Part I of the Offer Document.

This Form of Acceptance should only be used for Ordinary Shares held in certificated form (i.e. not in CREST). If your Ordinary Shares are held in CREST, please refer to paragraph 15(b) of the letter from W2D2 Limited in Part I of the Offer Document.

FORM OF ACCEPTANCE AND AUTHORITY FOR HOLDERS OF ORDINARY SHARES

Cash Offer

by

W2D2 Limited

(a company formed at the direction of Malcolm Walker, Tarsem Dhaliwal, Steven Walker and Paul Dawes)

for

Individual Restaurant Company plc

**Acceptances of the Offer must be received by 1.00 p.m. (London time) on
Wednesday 1 June 2011**

ACTION TO BE TAKEN

1. **If you have share certificates for your Ordinary Shares**, to accept the Offer you should:
 - (i) complete this Form of Acceptance on page 3 by following the corresponding instructions and notes for guidance set out on pages 2 and 4. In particular, please sign Box 2 on page 3 of this Form of Acceptance in the presence of a witness who must also sign and write his or her name and address in Box 2 on page 3; and
 - (ii) return this Form of Acceptance, duly completed, signed and accompanied by your valid share certificate(s) and/or other document(s) of title, by post or by hand (during normal business hours only) to Capita Registrars, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU as soon as possible, but in any event so as to arrive no later than 1.00 p.m. (London time) on Wednesday 1 June 2011. A reply-paid envelope is enclosed for documents lodged by post from within the United Kingdom only;

in addition, please note that:

 - (a) if you have share certificates but they and/or any other document(s) of title is/are with your bank, stockbroker or other agent, you should complete and sign this Form of Acceptance and arrange for it to be lodged by such agent, together with the relevant share certificate(s) and/or other document(s) of title, unless your share certificate(s) and/or other document(s) of title is/are not readily available, in which case please refer to note 5 on page 4 of this Form of Acceptance. If your share certificate(s) and/or other document(s) of title is/are lost, please refer to note 6 on page 4 of this Form of Acceptance; and/or
 - (b) if your share certificates are under different designations you should complete a separate Form of Acceptance in respect of each designation; and/or
 - (c) if your shares are held jointly with others, you must arrange for all your co-holders to sign this Form of Acceptance.
2. **If your shares are uncertificated (i.e. held in CREST)**, please refer to paragraph 15(b) of the letter from W2D2 Limited in Part I of the Offer Document and follow the procedure for electronic acceptance through CREST so that the TTE Instruction settles no later than 1.00 p.m. on Wednesday 1 June 2011. If your Ordinary Shares are held under different member account IDs, a separate TTE Instruction should be sent for each member account ID. If you hold your Ordinary Shares as a CREST sponsored member, you should refer to your CREST sponsor before taking any action, as only your CREST sponsor will be able to send the necessary TTE Instruction.
3. **If you hold Ordinary Shares in both certificated and uncertificated form**, you should complete this Form of Acceptance in respect of your certificated holding only.

Please read Sections B and C of Part IV of the Offer Document, the terms of which are incorporated into and form part of this Form of Acceptance.

A Form of Acceptance contained in an envelope postmarked in any Restricted Jurisdiction or otherwise appearing to W2D2 Limited or any of its agents to have been sent from any Restricted Jurisdiction will not constitute a valid acceptance of the Offer.

If you are in any doubt as to how to complete this Form of Acceptance or to obtain a further Form of Acceptance, please contact Capita Registrars on telephone number 0871 664 0321 (or, if telephoning from outside the UK, on telephone number +44 20 8639 3399). Calls to the 0871 664 0321 number cost 10 pence per minute from a BT landline. Other network providers' costs may vary. Lines are open 9.00 a.m. to 5.00 p.m. (London time) Monday to Friday (except UK public holidays). Calls to the helpline from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Offer nor give any financial, legal or tax advice.

DO NOT DETACH ANY PART OF THIS FORM OF ACCEPTANCE

HOW TO COMPLETE THIS FORM OF ACCEPTANCE**PLEASE MAKE SURE YOUR ACCEPTANCE IS RECEIVED BY 1.00 P.M. (LONDON TIME) ON WEDNESDAY 1 JUNE 2011.****The provisions of Sections B and C of Part IV of the Offer Document are incorporated into and form part of this Form of Acceptance****1****TO ACCEPT THE OFFER**

To accept the Offer for ALL of your Ordinary Shares, mark an "X" in Box 1A. To accept the Offer for PART of your holding only, enter in Box 1B the number of shares in respect of which you wish to accept the Offer. In either case you must also Sign Box 2 in accordance with the instructions set out below, which will constitute your acceptance of the Offer, and, if appropriate, complete Box 3 and/or Box 4. If no

"X" is marked in Box 1A and no number is entered in Box 1B, or if you enter a number in Box 1B which in total exceeds your holding of Shares, or if you mark an "X" in Box 1A and enter a number in Box 1B, you will be deemed to have accepted the Offer in respect of your entire holding of Ordinary Shares.

COMPLETE HERE →**2****SIGNATURE(S)**

To accept the Offer, you **must sign** Box 2 regardless of which other Boxes you complete. In the case of joint holders. All joint holders must sign. Each individual holder must sign in the presence of an independent witness. The witness must be over 18 years of age and must not be one of the joint holders. The witness should state his/her name and address and sign where indicated. The same witness may witness each signature of the joint holders. If the acceptance is not made by the registered holder(s), insert the name(s) is not made by the registered holder(s), insert the name(s) and capacity (e.g. executor) of the person(s) making the acceptance. Any person making an acceptance on behalf of a registered holder should deliver evidence of his/her authority in

accordance with the notes on page 4. A body corporate incorporated in England and Wales may execute this Form of Acceptance under its seal, which should be affixed and witnessed in accordance with its articles of association or other regulations. Alternatively, a company to which Section 44 of the Companies Act 2006 applies may execute this Form of Acceptance by two authorised signatories (being two directors, or one director and the company secretary), or by a director of the company in the presence of a witness Signing the Form of Acceptance. A company incorporated outside England and Wales may sign in accordance with the laws of the territory in which the relevant company is incorporated. In all cases, execution should be expressed to be

by the company and each person signing this Form of Acceptance should state the office he/she holds. Please see the further notes on page 4.

If you sign Box 2 without inserting "NO" in Box 3, you will be deemed to have given the representations and warranties in paragraph 3 of Section C of Part IV of the Offer Document. This Form of Acceptance must not be signed in any Restricted Jurisdiction.

SIGN HERE →**3****OVERSEAS SHAREHOLDERS**

If you are unable to give the representations and warranties required by paragraph 3 of Section C of Part IV of the Offer Document YOU MUST PUT "NO" IN BOX 3. If you do not put "NO"

in Box 3, you will be deemed to have given such representation and warranties.

COMPLETE HERE →**4****ALTERNATIVE ADDRESS**

Insert in Box 4 your address or the address of the person or agent (for example, your bank) to whom you wish the consideration or returned documents to be sent if this address is different from that as set out at the top of page 3. Do not insert an address to any Restricted Jurisdiction.

COMPLETE HERE →

**PLEASE COMPLETE IN BLOCK CAPITALS
REMEMBER TO ENCLOSE YOUR SHARE CERTIFICATE(S)**

For information purposes only: Your holding of Ordinary Shares at 10 May 2011	
Your daytime telephone number, for the use in the event of a query:	

1 TO ACCEPT THE OFFER

If you wish to accept the Offer in respect of ALL of your holding of Ordinary Shares, mark an "X" in this box.

Box 1A

OR

If you wish to accept the Offer in respect of some of your holding of Ordinary Shares, enter the number of Ordinary Shares in respect of which you wish to accept the Offer.

Box 1B

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2 EXECUTION BY AN INDIVIDUAL AS A DEED (IN THE CASE OF JOINT HOLDERS ALL MUST SIGN):

Box 2

Signature(s) of Ordinary Shareholder(s)	Name and address of witness	Signature of witness
1.		
2.		
3.		
4.		

OR EXECUTION BY A COMPANY AS A DEED:

Company name

Signature of director **Name of director**

Plus **** delete as appropriate**

Signature of witness/director/secretary** **Name of witness/director/secretary****

Address of witness (if applicable)

3 OVERSEAS SHAREHOLDERS

Please put "NO" in Box 3. If you are unable to give the representations and warranties set out in paragraph 3 of Section C of Part IV of the Offer Document. If you do not insert "NO" in Box 3, you will be deemed to have given such representations and warranties.

Box 3

4 ALTERNATIVE ADDRESS/CHANGE OF ADDRESS

Address (outside of any Restricted Jurisdiction) to which consideration and/or other documents is/are to be sent if not the address set out at the top of this page 3.

Box 4

House Number	Post Code
Address Details	
<input type="text"/>	

IF YOU HAVE ANY QUESTIONS AS TO HOW TO COMPLETE THIS FORM OF ACCEPTANCE, PLEASE CONTACT CAPITA REGISTRARS ON 0871 664 0321 (OR ON +44 20 8639 3399, IF CALLING FROM OUTSIDE THE UK)*

* Calls to the 0871 664 0321 number are charged at 10 pence per minute from a BT landline. Other service providers' costs may vary. Calls to the +44 20 8639 3399 number from outside the UK are charged at applicable international rates. Different charges may apply to calls made from mobile telephones and calls may be recorded and monitored randomly for security and training purposes.

ADDITIONAL NOTES REGARDING COMPLETION OF THIS FORM OF ACCEPTANCE

In order to be effective this Form of Acceptance must, except as mentioned below, be signed by the registered holder or, in the case of a joint holding, by ALL the joint holders or under a power of attorney and each individual signature must be independently witnessed. A body corporate incorporated in England and Wales may execute this Form of Acceptance under its common seal, the seal being affixed and witnessed in accordance with its articles of association or other regulations. Alternatively, a company to which section 44 of the Companies Act 2006 applies may execute this Form of Acceptance by two authorised signatories (being two directors, or one director and the company secretary), or by a director of the company in the presence of a witness, signing this Form of Acceptance and inserting the name of the company above their signatures. Each such person signing this Form of Acceptance should state the office which he/she holds in the relevant company. A company incorporated outside England and Wales may sign in accordance with the laws of the territory in which the relevant company is incorporated.

In order to avoid inconvenience and delay, the following points may assist you:

1. If a holder is away from home (e.g. abroad or on holiday):

Send this Form of Acceptance by the quickest means (e.g. airmail), but not in, into or from any Restricted Jurisdiction, to the holder for execution or, if the holder has executed a power of attorney, have this Form of Acceptance signed by the attorney in the presence of a witness who must also sign this Form of Acceptance. In the latter case, the original power of attorney (or a copy thereof duly certified in accordance with the Powers of Attorney Act 1971 by, for example, a solicitor) must be lodged with this Form of Acceptance. **No other signatures are acceptable.**

2. If you have sold or transferred all, or wish to sell or transfer part, of your holding of Ordinary Shares (otherwise than pursuant to the Offer):

If you have sold or transferred all of your Ordinary Shares (otherwise than pursuant to the Offer), you should send the Offer Document and this Form of Acceptance at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. However, such document should not be forwarded or transmitted in or into any Restricted Jurisdiction. If your Ordinary Shares are in certificated form, and you wish to sell or transfer part of your holding of Ordinary Shares (otherwise than pursuant to the Offer) and wish to accept the Offer in respect of the balance but are unable to obtain the balance share certificate by Wednesday 1 June 2011, you should ensure that the stockbroker, bank or other agent through whom you make the sale or transfer obtains the appropriate endorsement or indication, signed on behalf of Individual Restaurant Company plc's registrars, Capita Registrars, in respect of the balance of your holding of Ordinary Shares.

3. If the sole holder has died:

A grant of probate or letters of administration must be obtained in respect of the relevant Ordinary Shares. If the grant of probate or letters of administration has/have been registered with Individual Restaurant Company plc's registrars, Capita Registrars, this Form of Acceptance must be signed by the personal representative(s) of the deceased holder each in the presence of an independent witness who must also sign this Form of Acceptance. This Form of Acceptance should then be lodged with Capita Registrars at the address given on the cover page of this Form of Acceptance, together with the relevant share certificate(s) and/or other document(s) of title.

If the grant of probate or letters of administration has/have not been registered with Individual Restaurant Company plc's registrars, Capita Registrars, the personal representative(s) or the prospective personal representative(s) should sign this Form of Acceptance each in the presence of a witness and forward it to Capita Registrars at the address given on the cover page of this Form of Acceptance, together with the relevant share certificate(s) and/or other document(s) of title. However, once obtained, a sealed copy of the grant of probate or letters of administration must be lodged before the consideration due under the Offer can be forwarded to the personal representative(s).

4. If one of the joint holders has died:

This Form of Acceptance is valid if signed by the surviving holder(s) (each in the presence of an independent witness) and, if the Ordinary Shares are held in certificated form, lodged with the share certificate(s) and/or other document(s) of title and, in all cases, the death certificate(s), and an office copy grant of probate or letters of administration of the deceased holder. These documents will be returned as directed.

5. If your Ordinary Shares are in certificated form and the certificate(s) are held by your stockbroker, bank or other agent:

- (a) If your share certificate(s) and/or other document(s) of title is/are with your stockbroker, bank or other agent, you should complete this Form of Acceptance and, if the certificate(s) is/are readily available, arrange for this Form of Acceptance to be lodged by such agent with Capita Registrars at the address given on the cover page of this Form of Acceptance, accompanied by the share certificate(s) and/or other document(s) of title.
- (b) If the share certificate(s) is/are not readily available, lodge this Form of Acceptance with Capita Registrars at the address given on the cover page of this Form of Acceptance, duly completed together with a note saying e.g. "certificate(s) to follow" and arrange for the share certificate(s) to be forwarded as soon as possible thereafter. It will be helpful for your agent to be informed of the full terms of the Offer.

6. If you have lost any of your share certificate(s) and/or other document(s) of title:

If you have lost your share certificate(s) and/or other document(s) of title, you should complete this Form of Acceptance and lodge it with Capita Registrars together with any share certificate(s) and/or other document(s) of title that you may have available, accompanied by a letter stating that you have lost one or more of your share certificate(s) and/or other document(s) of title. You should write as soon as possible to Individual Restaurant Company plc's Registrars, Capita Registrars at The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, asking for a letter of indemnity in respect of lost share certificate(s) and/or other document(s) of title, which when completed in accordance with the instructions given, should be returned to Capita Registrars at the address given on the cover page of this Form of Acceptance.

7. If the Form of Acceptance is signed under a power of attorney:

The completed Form of Acceptance, together with any share certificate(s) and/or other document(s) of title, should be lodged with Capita Registrars at the address set out on the cover page of this Form of Acceptance, accompanied by the original power of attorney (or a copy thereof duly certified in accordance with the Powers of Attorney Act 1971 by, for example, a solicitor). The power of attorney will be duly noted by Capita Registrars and returned as directed.

8. If your full name or other particulars differ from those appearing on your share certificate:

- (a) Incorrect name e.g.:
Name on the certificate(s) Peter Stevens
Correct name Peter Stephens
complete this Form of Acceptance with the correct name and lodge it, accompanied by a letter from your bank, stockbroker or solicitor confirming that the person described on the certificate and the person who has signed this Form of Acceptance are one and the same.
- (b) Incorrect address: insert the correct address in Box 4 of this Form of Acceptance.
- (c) Change of name: lodge your marriage certificate or the deed poll with this Form of Acceptance for noting. These documents will be returned as directed.

9. If you are outside the United Kingdom:

The attention of Overseas Shareholders is drawn to paragraph 6 of Section B and paragraph 3 of Section C of Part IV to the Offer Document and Box 3.

10. Payment of Consideration:

The consideration payable under the Offer cannot be sent to you until all relevant documents have been properly completed and sent by post or by hand (during normal business hours only) to Capita Registrars at the address set out on the cover page of this Form of Acceptance.

11. Incomplete Forms:

Without prejudice to Sections B and C of Part IV of the Offer Document, the Offeror and/or its agents reserve the right (subject to the City Code on Takeovers and Mergers) to treat as valid any acceptance of the Offer which is not entirely in order or which is not accompanied by the relevant share certificate(s) and/or other document(s) of title. In either event, no consideration due under the Offer will be sent until after the relevant share certificate(s) and/or other document(s) of title or indemnities satisfactory to the Offeror have been received.