

No of Company : 48574

COMPANIES ACT 1985

SPECIAL RESOLUTION

OF

WHITBREAD PROPERTIES LIMITED

The following resolution was passed as a Special Resolution of the Company by way of a written resolution signed by all the Members of the Company:

1. IT WAS RESOLVED THAT, the Memorandum of Association with respect to the objects of the Company be altered by inserting the following new paragraph to be numbered (10a) immediately after paragraph (10) of Clause 3 thereof:-

(A) "To guarantee, support or secure, whether by personal obligation or covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by any other method, the performance of any obligations or commitments, and the repayment or payment of the principal amount of, premium (if any), interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a holding company (as defined by Section 736 and Section 736A of the Companies Act 1985) of the Company, or another subsidiary (as so defined) of such a holding company or otherwise associated with the Company in business or through shareholdings"; and

2. THAT, notwithstanding anything contained in the Articles of Association of the Company:

(A) the Directors shall have the power to cause the Company to guarantee, support or secure, whether by personal obligation or covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by any one or more or all of such methods or by any other method, the performance of any obligations or commitments, and the repayment or payment of the principal amount of, premium (if any), interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a

holding company (as defined by Section 736 and Section 736A of the Companies Act 1985) of the Company, or another subsidiary (as so defined) of such a holding company or otherwise associated with the Company in business or through shareholdings, without any restriction or limitation and the Directors may appoint any person or persons as attorney or attorneys of the Company for the purpose of executing on its behalf any guarantee, charge or other deed or document (which may itself contain an appointment of attorneys) in connection therewith and any Director of the Company may vote and be counted in a quorum on any Resolution regarding any such guarantee or charge or other deed or document or the appointment of any attorney notwithstanding that he is also a Director of the person, firm or company that is to be so guaranteed or supported or secured or otherwise concerned or interested in such matter and this Resolution shall operate by way of amendment to the Articles of Association of the Company to any extent necessary for it to have effect;

(B) accordingly the Company, being a wholly-owned subsidiary of Whitbread PLC, (the "Issuer"):-

- (i) do guarantee to The Law Debenture Trust Corporation p.l.c (the "Trustee"), in its capacity as the Trustee for the holders of the £135,000,000 in aggregate principal amount of 11 5/8 per cent. Debenture Stock due 2011 (the "Stock") of the Issuer, the payment of the principal of, premium (if any) and interest on the Stock and as security for such guarantee as beneficial owner do create in favour of the Trustee a floating charge on its undertaking and all its property and assets, both present and future, whatsoever and wheresoever situate (including any uncalled capital), and covenant with the Trustee in the terms contained in the Supplemental Trust Deed (incorporating therein the terms contained in the Trust Deed dated 11th December, 1990 constituting and securing the Stock), the Supplemental Trust being in the form of the draft produced to this Meeting and initialled by the Chairman hereof with such (if any) amendments thereto as may be required by the Trustee and approved by the Issuer; and

- (ii) affix its Common Seal to engrossments of the said Trust Deed in the form of the draft produced to this Meeting (with such amendments as aforesaid) in accordance with the Articles of Association of the Company and deliver at least one signed engrossment thereof as an original to the Trustee by way of exchange.

Date: 1 March 1991

...A...M...P...
Secretary