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The Companies Act, 1929 to 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

WHITBREAD PROPERTIES LIMITED

Passed 22nd January 1980

AT A GENERAL MEETING of Whitbread Properties Limited, duly convened, and held on 22nd January 1980, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION:-

RESOLUTION

"that the Articles of Association set out in the document produced to the Meeting and, for the purposes of identification, marked 'A' and initialled by the Chairman, be and are hereby adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company."

Ar. Amis
Chairman

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

WHITBREAD PROPERTIES LIMITED

(adopted by Special Resolution passed on
22nd January 1980)

*Still
public*

Preliminary

1. The Regulations contained in Parts I and II of Table A (hereinafter called "Table A") in the First Schedule to the Companies Act 1948 as amended (hereinafter called "the Act") with the exception of Regulations 24, 53, 75, 79, 84(2) and 84(4) shall apply to the Company subject to the modifications hereinafter contained.

Shares

2. The capital of the Company is £2,298,000 divided into 1,092,400 5 per cent cumulative preference shares of 50p each and 1,407,200 7 per cent cumulative preference shares of 25p each (with rights as set out in Clause 5 of the Memorandum of Association) and 8,000,000 ordinary shares of 17½p each.

Directors

3. Until the Company in General Meeting shall otherwise determine the number of directors shall not be more than fifteen nor less than two.

4. The Directors may exercise all the powers of the

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Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party.

5. A Director may vote as a Director in respect of any contract or arrangement which he shall make with the Company or in which he is directly or indirectly interested and if he does so vote his vote shall be counted and he shall be reckoned for the purpose of constituting a quorum of the directors at the meeting.

Whitbread and Company, Limited

6. Notwithstanding anything contained in these Articles so long as Whitbread and Company, Limited (hereinafter called "the Parent Company") shall be the holder of not less than 90 per cent of the equity share capital (as defined in section 154 of the Act) of the Company the following provisions shall apply:

(a) The Parent Company may at any time and from time to time by notice in writing to the Company appoint any person to be a director or remove from office any director (without prejudice to any claim for damages against the Company by an Executive Director in respect of the termination of his office).

(b) No unissued shares shall be issued without the consent in writing of the Parent Company.

(c) The Parent Company shall determine the remuneration of the directors and the first sentence of regulation 76 of Part I of Table A shall not apply to the Company.

Amir
22/1/20