

Company number: 224163

The Companies Act 1985

**COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF
SWALLOW GROUP PLC**

Passed 26 April 2000

SPECIAL RESOLUTION

That the articles of association of the Company be amended by the insertion of the following Article 8A;


Article 8A Acquisition of newly issued shares

- (a) If, on or after 17 March 2000, any Ordinary Shares in the Company are allotted and issued to any person (a "new member") other than Whitbread plc ("Whitbread") or any nominee of Whitbread or any direct or indirect Subsidiary of Whitbread, the shares which are allotted and issued to such new member after that time will be immediately transferred to Whitbread in consideration of the payment of £3.90 in cash for each such Ordinary Share so transferred.
- (b) To give effect to any such transfer required by Article 8A, the Company may appoint any person to execute a form of transfer on behalf of the new member in favour of Whitbread.
- (c) The number of shares to be issued to the new member under Article 8A may be adjusted by the Directors of the Company in such manner as the



auditors of the Company may determine to be fair and reasonable on any re-organisation of the share capital of the Company effected after the close of business on 17 March 2000.

- (d) For the purposes of Article 8A, "Subsidiary" will have the same meaning as in Section 736 of the Companies Act 1985.



Director