

THE COMPANIES ACTS 1985, 1989 AND 2006

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PRIVATE COMPANY LIMITED BY SHARES

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**RESOLUTIONS IN WRITING**

**OF**

**CHISWELL PROPERTIES LIMITED**

(the "Company")

We, being the only member of the Company who would, at the date of these resolutions, be entitled to attend and vote upon them if they had been proposed at a general meeting of the Company, hereby **RESOLVE**, in accordance with Chapter 2 of Part 13 of the Companies Act 2006, to pass the following as written resolutions

**1 RESOLVED AS AN ORDINARY RESOLUTION that**

- (A) the steps and actions of the Company taken or proposed to be taken as described in a paper prepared by PricewaterhouseCoopers LLP entitled "Project Wheel – Securitisation and related restructuring steps paper" and a paper prepared by Slaughter and May entitled "Steps document relating to the proposed issue of notes by Whitbread Finance PLC and the securitisation of the whole of the businesses of Premier Inn Limited and Whitbread Restaurants Limited", in the form presented to the meeting and initialed by the Chairman for the purposes of identification only (the "**Structure Papers**") be and are hereby approved in all respects and, to the extent appropriate, ratified and confirmed in all respects
- (B) the steps and actions of the Company taken or proposed to be taken in relation to the transactions forming part of a reorganisation in respect of part of the Whitbread Group in preparation for the proposed issue of notes by Whitbread Finance PLC and the securitisation of the whole of the businesses of Premier Inn Limited and Whitbread Restaurants Limited (the "**Transactions**") be and are hereby approved in all respects and, to the extent appropriate, ratified and confirmed in all respects
- (C) the entering into all documents in any way connected with the Transactions and the Structure Papers by the Company is hereby approved in all respects and, to the extent appropriate, ratified and confirmed in all respects



Signature



for and on behalf of  
**Whitbread Group PLC**  
as the sole member of the Company

Date

2 October 2007

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