

Company No. 440983

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**OF**  
**WASELEY TWELVE LIMITED**

On 29 April 2009 the following special resolution was duly passed as a written resolution of the Company pursuant to section 288 of the Companies Act 2006

**SPECIAL RESOLUTION**

That the share capital of the Company be reduced from £50,000 divided into 49,500 5% non-cumulative preference shares of £1 00 each and 500 ordinary shares of £1 00 each (of which all of the 50,000 preference shares have been issued and are fully paid up and all 500 of the ordinary shares have been issued and are fully paid), to £1 00, divided into 1 ordinary share of £1 00, by cancelling and extinguishing in full 50,000 of the existing 50,000 issued and fully paid 5% non-cumulative preference shares of £1 00 each and 499 of the existing 500 ordinary shares of £1 each and by paying to the holders thereof on the register of members when the reduction becomes effective the amount paid up or credited as paid up on each ordinary share so cancelled and extinguished

Director



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12/05/2010

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COMPANIES HOUSE

Company No 440983

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**OF**  
**WASELEY TWELVE LIMITED**

Pursuant to section 288 of the Companies Act 2006 (CA 2006) we, the undersigned, being eligible members (as defined by section 289 CA 2006) of the Company for this purpose representing not less than 75% of the total voting rights of all such eligible members, signify our agreement to and pass the following written resolution as a special resolution of the Company

**SPECIAL RESOLUTION**

That the share capital of the Company be reduced from £50,000 divided into 49,500 5% non-cumulative preference shares of £1 00 each and 500 ordinary shares of £1 00 each (of which all of the 50,000 preference shares have been issued and are fully paid up and all 500 of the ordinary shares have been issued and are fully paid), to £1 00, divided into 1 ordinary share of £1 00, by cancelling and extinguishing in full 49,500 of the existing 49,500 issued and fully paid 5% non-cumulative preference shares of £1 00 each and 499 of the existing 500 ordinary shares of £1 each and by paying to the holders thereof on the register of members when the reduction becomes effective the amount paid up or credited as paid up on each ordinary share so cancelled and extinguished

Signature

For and on behalf of TLLC Limited

Name Jon MortimoreDate: 29 April 2010

Signature

For and on behalf of Travelodge Hotels Limited

Name Jon MortimoreDate: 29 April 2010

**EXPLANATORY STATEMENT**

(This explanatory statement is not part of any proposed written resolution )

- 1 This document is proposed by the board of directors of the Company
- 2 This document is sent to eligible members on 29 April 2010 ~~2009~~ (the Circulation Date)
- 3 **"Eligible members"** are the members who are entitled to vote on the resolution of the Circulation Date
- 4 If you wish to signify agreement to this document, please follow the procedure below
  - (a) you (or someone acting on your behalf) must sign, print your name beneath your signature (if it is not already printed) and date this document
  - (b) if someone else is signing this document on your behalf under a power of attorney or other authority, please send a certified copy of the relevant power of attorney or authority when returning this document
  - (c) please return the document by handing it to any director in person
- 5 Please note that it is not possible to withdraw your consent once this document, signed by you or on your behalf, has been duly received
- 6 To be valid, this document must be received no later than the end of the period of 28 days beginning on the Circulation Date, otherwise it will lapse
- 7 Unless by that deadline this document has been received duly signed from at least the relevant threshold of eligible members, the proposed written resolutions will lapse. The relevant threshold to pass a special resolution is members holding at least three quarters of the total votes in the Company
- 8 This document may be executed in multiple copies. Each member may sign his or her own separate copy, or two or more members may sign the same copy, as convenient