

Company Number 735306

BRITISH TRANSPORT HOTELS LIMITED

COMPANY LIMITED BY SHARES

At the Extraordinary General Meeting of the above-named Company duly convened and held at 55, Victoria Street, London SW1H 0EU on 18th August 2005 the following Special Resolution was duly passed:

SPECIAL RESOLUTION

That the Articles of Association contained in the document submitted to this Meeting and for the purposes of identification signed by the Chairman thereof be and the same are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association thereof.



P.C. Trewin  
Chairman

Presented by:  
Janet Sinclair  
Secretary  
55, Victoria Street  
London SW1H 0EU



The document containing the new  
Articles of Association of the Company  
submitted to the meeting and for the  
purposes of identification signed by the  
Chairman of the Meeting.

No. 735306

THE COMPANIES ACTS 1948 to 1985  
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION  
Of  
BRITISH TRANSPORT HOTELS LIMITED

PRELIMINARY

1. The regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 as amended by The Companies (Table A to F) (Amendment) Regulations 1985 (hereinafter called 'Table A') shall apply to the Company, with the exception of regulations 64 to 69 inclusive 73 to 80 inclusive and 95 to 98 inclusive, and except as modified by or inconsistent with these Articles. In these Articles "The Act" means the Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force.

DIRECTORS

2. Unless and until otherwise determined by the Company in General Meeting, the number of Directors (other than alternate directors) shall not be subject to any maximum but shall not be less than one. The Directors shall be appointed by the Company and shall hold office until they die or resign or are removed by the Company.

### ALTERNATE DIRECTORS

3. The Company may in writing appoint any person to be an alternate of any Director appointed by them in pursuance of these Articles to act in the place of such last mentioned Director at any meeting of the Directors at which the Director is unable to be present. Every such alternate shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the Director for whom he is an alternate is not personally present, and where he is himself a Director to have a separate vote on behalf of the Director for whom he is an alternate in addition to his own vote. The Company may at any time in writing revoke the appointment of an alternate appointed by them. Every such alternate shall be deemed to be an officer of the Company and shall not be deemed to be the agent of the Director for whom he is an alternate. The provisions of the Articles with respect to the remuneration of the Directors shall apply mutatis mutandis with respect to the remuneration of alternates.

### BORROWING POWERS

9. Subject to the provision of these Articles, The Directors may from time to time, with the consent of the Company, borrow or secure the payment of any sum or sums of money for the purposes of the Company.

### NAMES AND ADDRESSES OF SUBSCRIBERS

Michael High Barrie Gilmour, 222 Marylebone Road, London, N.W.1, Solicitor  
Edward Austin Boothroyd, 222 Marylebone Road, London, N.W.1, Solicitor

Dated this 3<sup>rd</sup> day of September 1962

Witness to the above signatures –

V. Bastian, 13 Orchard Drive, Tonbridge, Kent, Secretary