

Company No. 02307261

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS OF**  
**CHAMBERLAIN HOTELS LIMITED**

*PASSED ON 24 January 2006*

Pursuant to Section 381A of the Companies Act 1985 (the "Act")

We the undersigned member(s) of the above company being the only member(s) who at the date hereof would be entitled to attend and vote at a general meeting of the Company, hereby resolve as follows such resolution(s) to take effect as Special Resolutions pursuant to Section 381A of the Act.

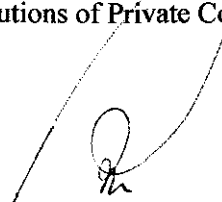
**SPECIAL RESOLUTIONS**

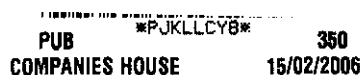
1. That the Memorandum of Association be amended by the insertion of the following new clause as clause 3(x) and that the existing clause 3(x) be renumbered as clause 3(y).

"To do and carry out all or any of the forgoing objects in any part of the world and either as principals, agents, contractors, trustees or otherwise, and either by or through agents, trustees or otherwise and either alone or in partnership or in conjunction with any other company, firm or person, provided that nothing herein contained shall empower the Company to carry on the business of insurance."

2. That the regulations contained in the document produced to the meeting and for the purpose of identification signed by the Chairman thereof be approved and adopted as the Articles of Association of the Company in substitution for and to the execution of all existing Articles of Association.

I hereby certify that a copy of this written resolution has been sent to the Company's auditors in accordance with the Companies Act 1985 (as amended by the Deregulation (Resolutions of Private Companies) Order 1996).

  
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**DIRECTOR** For and on behalf of  
*Jurys Doyle Hotel Management (UK) Limited*



Company Number - 02307261

**THE COMPANIES ACT 1985  
and  
THE COMPANIES ACT 1989**

**PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**-of-**

**Chamberlain Hotels Limited<sup>1</sup>**

As adopted by special resolution dated 24 January 2006.

**PRELIMINARY**

1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) and as further amended by The Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No. 3373) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are varied or excluded by or are inconsistent with these articles; and regulation 1 shall so apply as if references to "these regulations" included references to these articles. Accordingly, in these articles "the Act" means the Companies Act 1985, including any statutory modification or re-enactment of it for the time being in force; and any reference in these articles to a provision of that Act includes a reference to any statutory modification or re-enactment of that provision for the time being in force.

Regulations 2, 3, 24, 64, 73, 74, 75, 81, 87, 94, 95 and 99 shall not apply to the Company.

**2. CAPITAL**

- 2.1 Subject to Article 2.2 the shares of the Company, whether forming part of the original capital or of any increased capital, may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may think fit subject in the case of any shares forming part of any increased capital directions as to their allotment or disposal being given by the Company in general meeting at the time of their creation.

**2.2**

- 2.2.1 After the initial allotment of shares by the Directors any further shares proposed to be issued will be offered to the Members in proportion (so far as possible) to the number of the existing shares held by each of them unless the Company by Special Resolution otherwise directs. The offer will be made by notice specifying

<sup>1</sup> Name changed from Riverdale Securities Limited by Special Resolution dated 15 May 2007.



the number of shares offered, and a period (of not less than fourteen days) within which the offer, if not accepted, will be deemed to be declined.

- 2.2.2 After the expiration of that period, the shares deemed to be declined will be offered (again in the proportion to their shareholding) to the persons who have, within the period specified, accepted all the shares offered to them pursuant to Clause 2.2.1. This further offer will be made in the same manner and specify the same period for acceptance as the original offer.
- 2.2.3 Any shares not accepted pursuant to clause 2.2.1 and clause 2.2.2 or not capable of being offered except by way of fractions and any shares released from the provisions of this Article by a Special Resolution of the Company will be under the control of the Directors. They may allot, grant options over or otherwise dispose of these shares to such persons, on such terms, and in such manner as they think fit. However, these shares must not be disposed of on terms which are more favourable to the subscribers to them than the terms on which they are offered to the Members. In accordance with Section 91 of the Act, Sections 89 and 90 of the Act will not apply to the Company.
- 2.3 Subject to Article 2.2 the Directors are authorised in accordance with Section 80 of the Act to exercise any power of the Company (and in particular the power contained in Article 2.1 of these regulations) to allot and grant and subscribe for or convert securities into shares of the Company up to the amount of the share capital created on the incorporation of the Company. After this date the authority will expire except that the Directors may allot shares after the expiry in pursuance of any agreement or offer to allot made before the date of expiry. This authority may be revoked, varied or renewed (but not for more than five years at a time) by Ordinary Resolution.
- 2.4 Subject to the provisions of Chapter VII of Part V of the Act any shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.
- 2.5 Subject to Chapter VII of Part V of the Act the Company may purchase its own shares (including redeemable shares) whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.
- 2.6 Subject to Chapter VI of Part V of the Act the Company may give financial assistance for the purpose of or in connection with any acquisition of shares made or to be made in the Company or its Holding Company for the time being.
- 2.7 The Company's first and paramount lien on every share called or payable at a fixed time in respect of that share and the extension of that lien to all dividends payable thereon shall not apply where any such shares have been mortgaged or charged by way of security to any financial institution in which event such lien shall rank behind any such security and regulation 8 shall be modified accordingly.

### **3. SHARE CERTIFICATES**

- 3.1 Regulation 6 of Table A shall be amended by the insertion of the words "... or signed by any two Directors or any one Director and the Company Secretary..." after the words "Every certificate shall be sealed with the seal..."

### **4. TRANSFER OF SHARES**

- 4.1 The Directors, in their absolute discretion and without assigning any reason whatsoever, may decline to register the transfer of any share whether or not it is a fully paid share.

4.2 Notwithstanding anything contained in these Articles, and in particular Article 4.1, the Directors shall promptly register any transfer of shares and may not suspend registration thereof where such transfer:-

- (i) is to the bank or institution to which such shares have been charged by way of security, whether as agent and/or trustee for a group of banks or institutions or otherwise, or to any nominee or any transferee of such a bank or institution (a "Secured Institution"); or
- (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to register the Secured Institution as legal owner of the shares; or
- (iii) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore, notwithstanding anything to the contrary contained in these Articles, no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee, shall be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not. No resolution shall be proposed or passed the effect of which would be to delete or amend this article unless not less than 21 days' written notice thereof shall have been given to any such Secured Institution by the Company."

## **5. PROCEEDINGS AT GENERAL MEETINGS**

5.1 All meetings other than the Annual General Meeting of the Company shall be referred to as Extraordinary General Meetings. All business transacted at an Extraordinary General Meeting of the Company shall be referred to as special and will be subject to regulation 38 of Table A.

5.2 Notices convening any General Meeting shall comply with Section 372(3) of the Act thereby notifying Members of their rights to appoint proxies.

5.3 No business shall be transacted at a General Meeting unless a quorum comprising of at least two members who are also entitled to vote is present. If such a quorum is not present within half an hour of the time appointed for an adjourned meeting then notwithstanding the provisions in regulation 41 of Table A the meeting will be dissolved.

## **6. VOTES OF MEMBERS**

6.1 Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every Member present in person will have one vote, and on a poll every Member will have one vote for each share of which he is a holder.

## **7. DIRECTORS**

7.1 A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contracts with the Company will declare the nature of his interest at a meeting of the Directors in accordance with Section 317(1) of the Act. A Director who has disclosed his interest may vote in respect of any contract, proposed contract or any arrangement in which he is interested directly or indirectly and such director will be counted in the quorum present at any meeting at which such contract or proposed contract or arrangement is being considered. Regulations 94, 95 and 98 of Table A will not apply to the Company.

- 7.2 Other than the office of Auditor, a Director may hold any other office or profitable position within the Company in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.
- 7.3 The Directors will not be subject to retirement by rotation. Regulations 73 to 75 of Table A will not apply and all other references in Table A to retirement by rotation will be disregarded.
- 7.4 Any Director may act by himself or through his firm in a professional capacity for the Company. He or his firm will be entitled to remuneration for professional services as if he were not a Director; although this does not authorise a Director to act as Auditor of the Company.
- 7.5 The Company will not be subject to Section 293 of the Act, and accordingly any person may be appointed or elected a Director whatever his age. No Director will be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.
- 7.6 The office of Director will be vacated:
  - 7.6.1 if by notice in writing to the Company he resigns the office of Director;
  - 7.6.2 if he becomes bankrupt or insolvent, or enters into an arrangement with his creditors;
  - 7.6.3 if he becomes of unsound mind;
  - 7.6.4 if he is prohibited from being a Director by any order made under Section 188 of the Act;
  - 7.6.5 if he is removed from office by a resolution duly passed under Sections 295 to 300 (inclusive) of the Act.

## **8. POWERS OF DIRECTORS**

- 8.1 In addition to and without limitation of any other powers they have the Directors may:-
  - 8.1.1 either alone or with any subsidiaries of the Company or companies with which it is associated in business establish and make contributions out of the Company's moneys to any schemes or funds providing pensions, annuities, sickness or compassionate allowances, life assurance benefits, donations, gratuities or other benefits for employees. Employees will include for the purpose of this Article 8.1.1 any Director who may hold or have held any office or position with the Company and ex-employees of the Company and of any subsidiary or associated company and their wives, widows, relatives or dependents;
  - 8.1.2 pay, enter into agreements to pay or make grants revocable or irrevocable (whether subject to any terms and conditions) or pensions or other retirement, superannuation, death or disability benefits to employees in addition to any monies due to an employee under a scheme established under Article 8.1, any pension or benefit granted pursuant to this Article, may be granted to an employee either before and in anticipation of or upon or any time after his actual retirement.
  - 8.1.3 procure the establishment and subsidy of or subscription to and support of any institutions, associations, clubs, funds or trusts calculated to be for the benefit of any employee or to advance the interests and well being of the Company or of any subsidiary or associated company, or its members;

- 8.1.4 may make payment for or towards the insurance of these people and subscriptions or guarantees of money for charitable or benevolent, general or useful objects.

## **9. BORROWING POWERS**

### **9.1 The Directors may:-**

- 9.1.1 exercise all the powers of the Company to borrow money and to mortgage or charge all or part of its undertaking, property assets (both present and future) and uncalled capital;
- 9.1.2 issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligations of the Company or its holding company (if any) or any subsidiary of the Company or its holding company or of any third party.

## **10. QUORUM**

- 10.1 The quorum necessary for the transaction of the business of the Board of Directors may be fixed by the Board, and unless so fixed shall be one. For the purpose of determining whether the quorum for the transaction of the business of the Board exists resolutions may be agreed by Directors by telephone and any Director consulted by telephone about a resolution will be counted in the quorum.

## **11. MANAGING DIRECTORS AND MANAGERS**

- 11.1 The Directors may from time to time appoint one or more of their number to the office of Managing Director for such period and on such terms as they think fit. The appointment may be revoked by the Directors at any time and for any reason. A Managing Director's appointment will be automatically terminated if he ceases from any cause to be a Director.

## **12. SECRETARY**

- 12.1 The Secretary will be appointed by the Directors on such terms as they think fit, and any Secretary appointed may be removed by them. If at any time there is no Secretary or for any reason no Secretary capable of acting, the Directors may appoint an assistant or deputy Secretary.