

Company Number: 02307261  
THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION

FRIDAY



of

CHAMBERLAIN HOTELS LIMITED (the Company)

(passed on 12 October 2007  
pursuant to section 281 and Chapter 2 of Part 13 of the Companies Act 2006)

Date 12 October 2007

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following written resolutions, which are proposed as special resolutions

- 1 **THAT** the Company enters into the following agreements
  - (a) a Senior Facilities Agreement Accession, in terms of which the Company shall accede to the Senior Facilities Agreement dated 25 September 2007 entered into between Vesway Limited (the **Borrower**), certain subsidiaries of the Borrower as guarantors, Anglo Irish Bank Corporation PLC (the **Bank**) as arranger and agent (the **Agent**), and the financial institutions listed as lenders (the **Senior Lenders**),
  - (b) a Junior Facility Agreement Accession, in terms of which the Company shall accede to the Junior Facility Agreement dated 25 September 2007 entered into between the Borrower, certain subsidiaries of the Borrower as guarantors, the Bank as arranger and agent, and the financial institutions listed as lenders (the **Junior Lenders**),
  - (c) a Composite Debenture Accession, in terms of which the Company shall accede to the Composite Debenture dated 25 September 2007 entered into by the Borrower, certain other subsidiaries of the Borrower and the Agent;
  - (d) an Intercreditor Deed Accession, in terms of which the Company shall accede to the Intercreditor Deed dated 25 September 2007 entered into by, amongst others, the Borrower, the subsidiaries of the Borrower, the Agent, the Senior Lenders, the Junior Lenders, Ulster Bank Ireland Limited (in its capacity as the overdraft lender) (the **Overdraft Lender**) in terms of the Overdraft Facility Letter made available to Jurys Inns Group Limited by the Overdraft Lenders (the **Overdraft Facility Letter**), Anglo Irish Bank Corporation plc (in its capacity as hedge counterparty in terms of the ISDA master agreement and schedule (together with any confirmations thereunder),
  - (e) an Overdraft Facility Guarantee Accession, in terms of which the Company shall accede to the Overdraft Facility Guarantee dated 25 September 2007 entered into between the subsidiaries of the Borrower and the Overdraft Lender in relation to the obligations of the Borrower under the

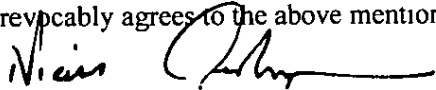
Overdraft Facility Letter entered into between the Borrower and Ulster Bank Ireland Limited,  
and

(f) the Intra-Group Loan Agreement to be entered into between the Company and the Borrower,  
(together, the **Transaction Documents**)

- 2 **THAT** the Directors have authority to approve the terms of, and the transactions contemplated by, the Transaction Documents and any related document
- 3 **THAT** the giving of financial assistance (within the meaning of section 151 to 158 of the Companies Act 1985) by the Company to Vesway Limited and Jurys Inns Group Limited by the transactions set out in paragraph 1 above is approved
- 4 **THAT** the giving of the guarantees and security listed in paragraph 1 above by the Company is in the best interests of the Company's business and the entry into by the Company of the proposed transactions substantially on the terms set out in the Transaction Documents is to the commercial benefit and the advantage of the Company
- 5 **THAT** the Directors shall register any transfer of shares and may not suspend the registration of the transfer of shares if such transfer
  - (i) is to the Bank, or any transferee of the Bank (the **Lender**); and
  - (ii) is delivered to the Company for registration by the Lender in order to perfect its security over shares, or
  - (iii) is executed by the Lender pursuant to a power of sale or other power under such security
- 6 **THAT** these resolutions have effect notwithstanding any provision of the Company's articles of association

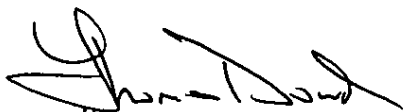
Please read the notes at the end of this document before signifying your agreement to the written resolutions

The undersigned, a person entitled on the date set out above to vote on the written resolutions, hereby irrevocably agrees to the above mentioned resolutions of the Company



For and on behalf of **JURYS DOYLE HOTEL MANAGEMENT (UK) LIMITED**  
(sole member)

A copy of this resolution has been sent to the Company's auditors



**Director**

## NOTES

### *Procedures for signifying agreement*

- 1 You can choose to agree to all of the written resolutions or none of them but you cannot agree to some only of the resolutions. If you agree to all of the resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company using one of the methods set out below
  - **By Hand** deliver the signed and dated copy to Pauline Bradley, Quinlan Private, 11 upper Brook Street, London W1K 6PB
  - **By Post** return the signed and dated copy by post to Pauline Bradley, Quinlan Private, 11 upper Brook Street, London W1K 6PB
- 2 If you do not agree to all of the written resolutions, you do not need to do anything You will not be deemed to agree if you do not reply

### *Period for agreeing to written resolution*

- 3 Unless, by the end of 19 October 2007 sufficient agreement has been received for the written resolutions to pass, they will lapse If you agree to the resolutions, please ensure that your agreement reaches us before or on that date Your agreement will be ineffective if received after that date