

Company No. 2486634

THE COMPANIES ACTS 1985-1989
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- OF -

JARVIS HOTELS plc
Passed 17 March 2000

At the Extraordinary General Meeting of Jarvis Hotels plc held on 17 March 2000 the following Resolution was duly passed as a Special Resolution

SPECIAL RESOLUTION

That the Company be and is hereby generally and unconditionally authorised pursuant to section 166 of the Companies Act 1985 (the "Act") to make market purchases (within the meaning of section 163 of the Act) of ordinary shares of 5p each in the capital of the Company ("Shares") in such manner and upon such terms as the Directors of the Company may from time to time determine, provided that:

- (i) the maximum aggregate number of Shares hereby authorised to be purchased shall be 26,224,245 (representing 14.9 per cent. of the issued ordinary share capital);
- (ii) the minimum price (exclusive of expenses) which may be paid for any Share is 5p;
- (iii) the maximum price (exclusive of expenses) which may be paid for any Share shall be 5 per cent. above the average of the middle market quotations (as derived from the Daily Official List of the London Stock Exchange Limited) for the Shares for the five business days immediately preceding the day on which the Share is purchased;
- (iv) unless previously varied, revoked or renewed, the authority hereby conferred shall expire at the conclusion of the annual general meeting of the Company to be held in 2000 or within twelve months from the date of the passing of this resolution whichever is earlier; and
- (v) the Company may enter into a contract to purchase Shares under such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of Shares pursuant to any such contract.

D.J.G. Beveridge

Company Secretary

