

Company No: 2567988

## THE COMPANIES ACTS 1985 – 1989

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**ORIEL LEISURE LIMITED (the "Company")**

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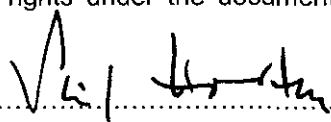
### WRITTEN RESOLUTION

I the undersigned representing the sole member and in respect of all classes of shares held by it in the capital of the Company entitled to attend and vote at general meetings of the Company, hereby resolve and agree the following resolution shall take effect as a special resolution pursuant to and in accordance with section 381A of the Companies Act 1985 a copy having been delivered to the Company's auditors before being delivered to the Company's member for signature:

### SPECIAL RESOLUTION

1. That the Company is, for all purposes in connection with the refinance of the syndicated credit facility previously provided by The Royal Bank of Scotland plc and Dresdner Bank AG London Branch to Oriel Hotels Limited (formerly Premier Host Two Limited) to fund its acquisition on 15 November 2000 of the entire issued share capital of the Company, hereby authorised to give financial assistance pursuant to sections 155-158 Companies Act 1985 as such financial assistance is more particularly set out in the sworn statutory declaration produced to the undersigned together with the statutory auditor's report annexed to the statutory declaration;
2. That the Credit Agreement, the Debenture, and the Intercreditor Deed (each as defined in schedule 2 to the said statutory declaration) be and are hereby approved; and
3. That the execution, delivery and performance by the Company of (including without limitation the assumption by the Company of its guarantee obligations under the Credit Agreement in relation to the liabilities of Oriel Hotels Limited to the Finance Parties as defined in the Credit Agreement) and the subsequent exercise of rights under the documents referred to in 2 above is in the best interests of the Company.

Authorised signatory for

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and on behalf of Oriel Hotels Limited

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Dated: 7<sup>th</sup> May 2002

