

No. 2665640

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

Scott's Hotels (Management) Limited

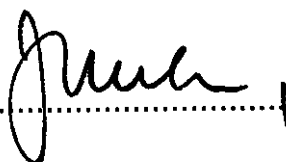
(Effective 11<sup>th</sup> April, 1995)

The following resolution was duly agreed to by the members of the Company in accordance with section 381A of the Companies Act 1985 as an elective resolution with effect from 11<sup>th</sup> April, 1995

RESOLUTION

THAT:-

- (a) pursuant to section 80A(1) of the Companies Act 1985 as amended by the Companies Act 1989 ("the Act"), the Company elects that the provisions of section 80(A) of the Act shall apply instead of the provisions of section 80(4) and (5) of the Act in relation to the giving or renewal, after the passing of this resolution, of an authority under the said section 80;
- (b) pursuant to section 252 of the Act, the Company elects to dispense with the laying of the Company's accounts and reports before the Company in general meeting in 1995 and subsequent years;
- (c) pursuant to section 366A of the Act, the Company elects to dispense with the holding of annual general meetings in 1995 and subsequent years;
- (d) pursuant to sections 369(4) and 378(3) of the Act, the Company elects that the provisions of those sections shall have effect in relation to the Company as if for the references to 95 per cent. there were substituted references to 90 per cent.; and
- (e) pursuant to section 386 of the Act, the Company elects to dispense with the obligation to appoint auditors annually.

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Chairman

