

**Company Number: 02928196**

**Written resolution of Taipan Taverns Limited (the Company) pursuant to sections 288-300 of the Companies Act 2006 (the Act)**

We, the undersigned, being the sole eligible member of the Company in accordance with section 289 of the Act agree to pass the following resolutions

**Special resolutions**

- 1      **that** it is in the best interests of the Company's business and to the commercial benefit and advantage of the Company to enter into the transactions and grant any guarantees and/or security contemplated by the documents listed below (the **Documents**) and that the Company should approve and enter into the Documents being
  - 1 1      an amendment deed to be entered into between (1) Orchid Pubs Limited (**OPL**), (2) the companies listed in part 1 of schedule 1 thereto as Borrowers, (3) the companies listed in part 1 of schedule 1 thereto as Guarantors, and (4) the Bank of Scotland plc (the **Bank**) as Lender, pursuant to which certain terms of the senior facilities agreement dated 27 January 2007 as amended or restated from time to time between, amongst others, OPL, the Company and the Bank (the **Senior Facilities Agreement**) are amended (the **Amendment Deed**),
  - 1 2      a certificate signed by a director of the Company containing various certifications required pursuant to the Amendment Deed including a list of the authorised signatories of the Company together with a specimen of each authorised signature (the **Formalities Certificate**), and
  - 1 3      all and any documents ancillary to the Amendment Deed and the Formalities Certificate listed above or the transactions thereby contemplated (the **Ancillary Documents**)
- 2      **that** the Amendment Deed, the Formalities Certificate and all Ancillary Documents are approved and that approval for the Company to enter into the Documents be given with such amendments as any director shall approve

  
**For and on behalf of Noble House Leisure Limited**

Date 24 September 2008



**Important notes:**

- 1 If you agree with the resolutions, please indicate your agreement by signing and dating where indicated above and returning this document to the Company using one of the following methods

- **By hand** delivering the signed copy to Sceptre Court, 40 Tower Hill, London, EC3N 4DX
- **Post** returning the signed copy by post to Sceptre Court, 40 Tower Hill, London, EC3N 4DX

By signing above, you indicate your agreement to all of the resolutions. You cannot agree to some only of the resolutions. An ordinary resolution must be passed by members representing a simple majority (ie more than 50%) of the voting rights of eligible members. A special resolution must be passed by members representing not less than 75% of the voting rights of eligible members.

Please note that once you have indicated your agreement to the resolution(s), you may not revoke your agreement.

If you do not agree with the resolutions, you do not need to do anything. If you do not reply, you will be deemed to have rejected the resolutions.

- 2 The circulation date of these resolutions is *24 September 2008* If they are not passed by the end of *28 days* they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us by the end of