COMPANY NO. 2940925

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## THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

# RESOLUTIONS IN WRITING

of

# PARAMOUNT HOTELS LIMITED

In accordance with section 381A of the Companies Act 1985, we, being all the members of the Company who at the date of these resolutions are entitled to attend and vote at a general meeting of the Company, agree that resolutions 1, 2 and 3 be passed as elective resolutions of the Company and Resolution 4 be passed as an ordinary resolution:

#### RESOLUTION 1

 THAT, in accordance with sections 252 and 379A of the Companies Act 1985, the Company dispenses with the laying of accounts and reports before the Company in general meeting.

# RESOLUTION 2

THAT, in accordance with sections 366A and 379A of the Companies Act 1985, the Company dispenses with the holding of annual general meetings.

# RESOLUTION 3

3. THAT, in accordance with sections 379A and 386 of the Companies Act 1985, the Company dispenses with the obligation to appoint auditors annually.

#### RESOLUTION 4

4. THAT, the appointment of Coopers and Lybrand as auditors of the Company with effect from August 1995 be and is hereby fully ratified.



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Berings (Guernsey) Limited as Trustee of Schroder UK Buyout Fund III Trust II	
Barings (Guernsey) Limited as Custodian of Schroder UK Buyout Fund III LP1	
Barings (Guernsey) Limited as Custodian of Schroder UK Buyout Fund III Co-investment Sc	hem
Schroder International Trust Company Limited as Trustee of Schroder UK Venture Fund III Trus	) HAL t
Schroder Venture Managers Inc as General Partner of Schroder UK Venture Fund III LP1	r
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Thomas Michael Fromm	
Ian Pollock	
Joanne Kearsey	
Trudi Purtill	
Walter Kasconas	
Nicholas Logue	
Gaynor Carroll	

	hen Murphy
Mich	ael Purtill
Liam	Walsh
Ian	Goulding
Nich	olas Lawrence
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Davi	d Kelly
	d Kelly being the auditors of the above company, hereby:-

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# 29-04-97

COMPANY NO. 2940925

THE COMPANIES ACTS 1985 AND 1989

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COMPANY LIMITED BY SHARES

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Thomas Michael Fromm
Ian Pollock
Joanne Kearsey
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Nicholas Logue
Gaynor Carroll

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Stephen Murphy			
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Liam Walsh	***************************************		
Ian Goulding			
Nicholas Lawrence		<del></del>	
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- (a) acknowledge that a copy of the above resolution has been sent to us; and
- (b) notify the company that in our opinion the above resolution does not concern us as auditors\*/does concern us as auditors but need not be considered by the company in general meeting/by a meeting of the relevant class of the members of the company\*

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<sup>\*</sup> delete/amend as appropriate

29-04-97

COMPANY NO. 2940925

BORRERS -

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COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

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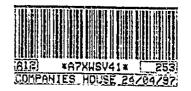
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## RESOLUTION 4

4. THAT, the appointment of Coopers and Lybrand as auditors of the Company with effect from August 1995 be and is hereby fully ratified.

Barings (Guernsey) Limited as Trustee of Schroder UK Buyout Fund III Trust I



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Barings (Guernsey) Limited as Trustee of Schroder UK Buyout Fund III Trust II
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Thomas Michael Fromm
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Joanne Kearsey
Trudi Purtill
Walter Kasconas
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Saynor Carroll

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Stephe	en Murphy
Michae	el Purtill
Liam W	alsh
Ian Go	pulding
Nichol	as Lawrence
David	Kelly
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Thomas Michael Fromm
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Joanne Kearsey
Trudi Purtill
Walter Kasconas
Nicholas Logue
Gaynor Carroll

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Stephen Murphy  May
Michael Purtill
Liam Walsh
Ian Goulding
Nicholas Lawrence
David Kelly

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COMPANY NO. 2940925

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COMPANY LIMITED BY SHARES

#### RESOLUTIONS IN WRITING

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Ian Pollock
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Saynor Carroll

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<sup>\*</sup> delete/amend as appropriate

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SCHROTERS VENTURES

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+COMPANY NO. 2940925

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

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#### RESOLUTION 4

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SUK BOF III Nominces Limited As ADVINCE FOR Barings (Guernsey) Limited as Trustee of

Schroder UK Buyout Fund ZII Trust I



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We, b	seing the auditors of the above company, he	reby:-	
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COMPANY NO. 2940925

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Gaynor Carroll

Stephen Murphy	<u> </u>		V 34 V
Michael Purtill		, , , , ,	Transcon,
Liam Walsh		***	
Ian Goulding	<del></del>		
Nicholas Lawrence		·	
David Kelly			

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delete/amend as appropriate

COMPANY NO. 2940925

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Gaynor Carroll

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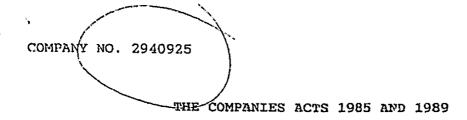
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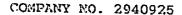
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# THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

# RESOLUTIONS IN WRITING

of

# PARAMOUNT HOTELS LIMITED

In accordance with section 381A of the Companies Act 1985, we, being all the members of the Company who at the date of these resolutions are entitled to attend and vote at a general meeting of the Company, agree that resolutions 1, 2 and 3 be passed as elective resolutions of the Company and Resolution 4 be passed as an ordinary resolution:

#### RESOLUTION 1

 THAT, in accordance with sections 252 and 379A of the Companies Act 1985, the Company dispenses with the laying of accounts and reports before the Company in general meeting.

#### RESOLUTION 2

2. THAT, in accordance with sections 366A and 379A of the Companies Act 1985, the Company dispenses with the holding of annual general meetings.

# RESOLUTION 3

3. THAT, in accordance with sections 379A and 386 of the Companies Act 1985, the Company dispenses with the obligation to appoint auditors annually.

#### RESOLUTION 4

4. THAT, the appointment of Coopers and Lybrand as auditors of the Company with effect from August 1995 be and is hereby fully ratified.



Barings (Guernsey) Limited as Trustee of Schroder UK Buyout Fund III Trust II
Barings (Guernsey) Limited as Custodian of Schroder UK Buyout Fund III LP1
Barings (Guernsey) Limited as Custodian of Schroder UK Buyout Fund III Co-investment Schem
Schroder International Trust Company as Trustee of Schroder UK Venture Fund III Trust
Schroder Venture Managers Inc as General Partner of Schroder UK Venture Fund III LP1
Schroder Venture Managers Inc as General Partner of Schroder UK Venture Fund III LP2
Thomas Michael Fromm
Ian Pollock
Joanne Kearsey
Trudi Purtill
Walter Kasconas -
Nicholas Logue
Gaynor Carroll

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Stephen Murphy	
Michael Purtill	
Liam Walsh	
Ian Goulding	
Nicholas Lawrence	·

- (a) acknowledge that a copy of the above resolution has been sent to us; and
- (b) notify the company that in our opinion the above resolution does not concern us as auditors\*/does concern us as auditors but need not be considered by the company in general meeting/by a meeting of the relevant class of the members of the company\*

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David Kelly

<sup>\*</sup> delete/amend as appropriate

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COMPANY NO. 2940523

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THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SEARES

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/Barings (Guernsey) Limited as Trustee of Schroder UK Buyout-Fund-III Prust I LIAM WALGE



COMPANY NO. 2940925

New York

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COMPANY LIMITED BY SHARES

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Joanne Kearsey
Truđi Purtill
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Nicholas Logue
Gaynor Carroll

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<sup>\*</sup> delete/amend as appropriate

COMPANY NO. 2940925

THE COMPANIES ACTS 1985 AND 1989

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COMPANY LIMITED BY SHARES

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