

Company No. 2940925

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTION 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 the resolution are entitled to attend and vote at a general meeting of the Company agree that the resolutions below be passed as special resolutions.

We further agree that the consent signatures below will be deemed to satisfy all class or other consents or approvals as may be required in respect of such resolution (whether in accordance with the articles of association of the Company.

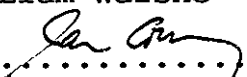
SPECIAL RESOLUTIONS

THAT:

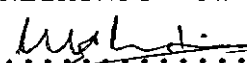
1. the 98,400 'A' Ordinary Shares of 1p each in the capital of the Company, the beneficial interest in which was transferred to Alangka-Suka International Limited on 30 June 1997 be and are hereby converted into 98,400 'B' Ordinary Shares of 1p each;
2. that the articles of association produced to the meeting and initialled by the chairman for the purpose of identification, be and are hereby adopted as the articles of association of the Company in substitution for the existing articles of association of the Company.


.....
Michael Purtill

.....
Liam Walshe


.....
Ian Goulding


..... as attorney
Nicholas Lawrance


..... as attorney
David Kelly



W. Pollock as attorney
Ian Pollock

W. Carroll as attorney
Gaynor Carroll

W. Logue as attorney
Nicholas Logue

W. Murphy as attorney
Stephen Murphy

W. Kaskonas as attorney
Walter Kaskonas

W. Williams as attorney
Joanne Williams

W. Purtil as attorney
Trudi Purtil

W. Fromm as attorney
Tom Fromm

W. Lucas as attorney
Wendy Lucas

W. Gibbons as attorney
Caroline Gibbons

W. Gilpin as attorney
Neil Gilpin

W. Ellis as attorney
Michael Ellis

W. Ellis as attorney
Sylvia Ellis

W. Cecil as attorney
Charles Cecil

W. Walshe as attorney
Sylvia Walshe

W. Goulding as attorney
Sylvia Goulding

W. Lawrance as attorney
Josephine Lawrance

W. Hudson as attorney
Joanne Hudson

W. Kelly as attorney
Veronica Vivien Kelly

W. Kelly as attorney
Ann Kelly

W. Kelly as attorney
John Kelly

W. Pollock as attorney
Elizabeth Pollock

W. Pollock & E. Pollock as attorney
Ian Pollock & Elizabeth Pollock as
Trustees for Ian Bruce Pollock

W. Pollock & E. Pollock as attorney
Ian Pollock & Elizabeth Pollock as
Trustees for Amanda Pollock

W. Pollock & E. Pollock as attorney
Ian Pollock & Elizabeth Pollock as
Trustees for Sean Hay Pollock

W. Pollock as attorney
John Pollock

W. Bruce as attorney
Douglas Bruce

W. Murphy as attorney
Hilary Murphy

W. Murphy & C. Stopforth as attorney
Hilary Murphy and Christine Stopforth as
Trustees for Laura Murphy

W. Murphy & C. Stopforth as attorney
Hilary Murphy and Christine Stopforth as
trustees for Hannah Murphy

W. Ross as attorney
Sally Ross

W. Kaskonas as attorney
Yvette Kaskonas

W. Williams as attorney
Stuart Williams

W. Fromm as attorney
Christine Fromm

.....
SUK BOF III Nominees Limited

.....
Schroder Internal 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 and LP2

.....
Midland Bank plc

Dated 1 July 1997.

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Ann Kelly

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John Kelly

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Elizabeth Pollock

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Ian Pollock & Elizabeth Pollock as
Trustees for Ian Bruce Pollock

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Ian Pollock & Elizabeth Pollock as
Trustees for Amanda Pollock

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Ian Pollock & Elizabeth Pollock as
Trustees for Sean Hay Pollock

.....
John Pollock

.....
Douglas Bruce

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Hilary Murphy

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Hilary Murphy and Christine Stopforth as
Trustees for Laura Murphy

.....
Hilary Murphy and Christine Stopforth as
trustees for Hannah Murphy

.....
Sally Ross

.....
Yvette Kaskonas

.....
Stuart Williams

.....
Christine Fromm

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SUK BOF III Nominees Limited

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Schroder Internal Trust Company as
Trustee of Schroder UK Venture Fund III Trust

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Ann Kelly

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John Kelly

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Elizabeth Pollock

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Ian Pollock & Elizabeth Pollock as
Trustees for Ian Bruce Pollock

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Ian Pollock & Elizabeth Pollock as
Trustees for Amanda Pollock

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Ian Pollock & Elizabeth Pollock as
Trustees for Sean Hay Pollock

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John Pollock

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Douglas Bruce

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Hilary Murphy and Christine Stopforth as
Trustees for Laura Murphy

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Hilary Murphy and Christine Stopforth as
trustees for Hannah Murphy

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Sally Ross

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Yvette Kaskonas

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Stuart Williams

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Christine Fromm

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SUK BOF III Nominees Limited

X. *John F. Reson* *Nicola Hawes*
Schroder Internal Trust Company as
Trustee of Schroder UK Venture Fund III Trust

K  
Schroder Venture Managers Inc as General
Partner of Schroder UK Venture Fund III
LP1 and LP2

.....
Midland Bank plc