

COMPANY NO. 2940925

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

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 I



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
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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

Stephen Murphy



Michael Purtill

Liam Walsh

Ian Goulding

Nicholas Lawrence

David Kelly

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* delete/amend as appropriate

21/6/97

COMPANY NO. 2940925

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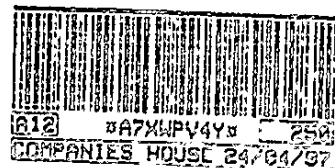
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21/4/97

COMPANY NO. 2940925

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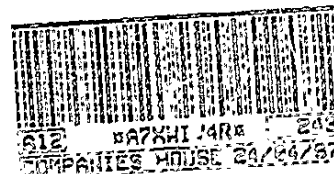
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SUK BOF III Nominees Limited AS NOMINEE FOR
Barings (Guernsey) Limited as Trustee of
Schroder UK Buyout Fund III Trust I



Stephen Murphy

Michael Purtill

Liam Walsh

Ian Goulding

Nicholas Lawrence

David Kally

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21/4/97

COMPANY NO. 2940925

- 3 JUL 1997

THE COMPANIES ACTS 1985 AND 1989

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RESOLUTIONS IN WRITING

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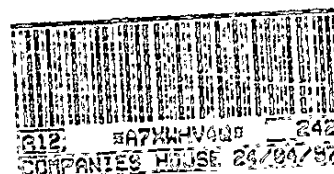
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Coopers & Lybrand

*delete/amend as appropriate

2114/97

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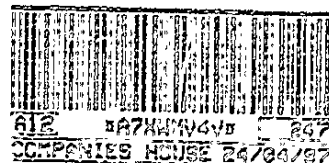
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2114197

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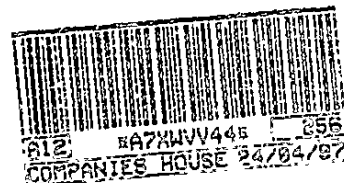
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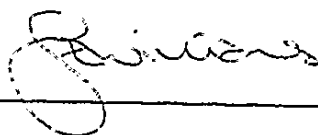
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Thomas Michael Fromm

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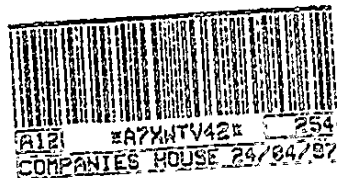
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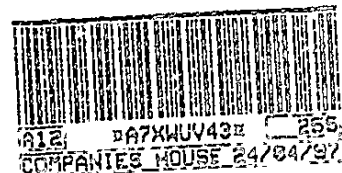
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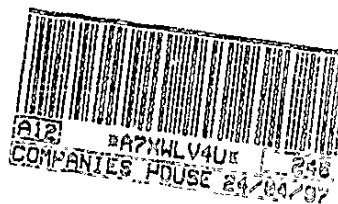
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21/4/97

COMPANY NO. 2940527 0113232222

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~~Bearings (Guernsey) Limited as Trustee of~~
~~Schroder UK Buyout Fund III Trust I~~
LHM WALSLE



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COMPANIES HOUSE 24/04/97

COMPANY NO. 2940925

THE COMPANIES ACTS 1985 AND 1989

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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 I



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 Scheme

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

Stephen Murphy

Michael Purtill

Liam Walsh

Ian Goulding

Nicholas Lawrence

David Kelly

We, being the auditors of the above company, hereby:-

- (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*

* delete/amend as appropriate

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