



COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

PARAGON HOTELS LIMITED ("the Company")

No 2971215

Passed on 8 June 1995

CERTIFIED A TRUE COPY
MacLay Murray & Spence
MACLAY, MURRAY & SPENCE,
SOLICITORS, EDINBURGH

At an Extraordinary General Meeting of Paragon Hotels Limited ("the Company") duly convened and held at 4th Floor, Saltire Court, 20 Castle Terrace, Edinburgh, EH1 2EN on the 8th day of June 1995 the following Resolutions were duly passed, as to Resolutions Nos 1, 2 and 3 as Ordinary Resolutions and as to Resolutions Nos 4, 5 and 6 as Special Resolutions of the Company:-

ORDINARY RESOLUTIONS

1. "That, subject to the passing of the following Resolutions, the existing authorised share capital of the Company be redesigned and reclassified into 50 'A' Ordinary Shares of £1 each ("A' Ordinary Shares") and 50 'B' Ordinary Shares of £1 each ("B' Ordinary Shares") and that the existing two issued Ordinary shares held by Calgarth Limited and Uberior Investments plc be redesignated and reclassified as an 'A' Ordinary Share and a 'B' Ordinary Share respectively, such shares having the rights set out in the new Articles of Association to be adopted pursuant to Resolution 5 below.";
2. "That, subject to the passing of Resolution 1 above and the following Resolutions, the authorised share capital of the Company be increased from £100 to £12,500,000 by the creation of an additional 2,499,950 'A' Ordinary Shares, an additional 1,666,617 'B' Ordinary Shares, 833,333 'C' Shares of £1 each and 7,500,000 Redeemable Preference Shares of £1 each having the rights, privileges and restrictions as set out in the new Articles of Association to be adopted pursuant to Resolution 5 below.";
3. "That, subject to the passing of Resolutions 1 and 2 above and the following Resolutions, pursuant to Section 80 of the Companies Act 1985 the Directors of the Company be and are hereby authorised generally and unconditionally at any time or times during the period of five years from the date of this Resolution to allot any unissued relevant securities (as defined in sub-section (2) of the said Section 80) at the date of passing this Resolution (subject always to the new Articles of Association of the Company to be adopted pursuant to Resolution 5 below).";

SPECIAL RESOLUTIONS

4. "That the Memorandum of Association of the Company be amended by the deletion of the present Clause III(1) thereof and the substitution therefor of a new Clause III(1) as set out in the draft produced to the Meeting and for the purpose of identification signed by the Chairman thereof."; and
5. "That, subject to the passing of the foregoing Resolutions, the Company adopt new Articles of Association, in the form of the draft produced to the Meeting and for the purpose of identification signed by the Chairman thereof, in substitution for and to the exclusion of the existing Articles of Association."
6. "That the Company enter into a Shareholders' Agreement with Uberior Investments plc and Calgarth Limited in the form of the draft produced to the Meeting and for the purpose of identification signed by the Chairman thereof."

Date: 8 June 1995

X Greene E. Sloan X
Chairman