

**THE COMPANIES ACT 1985 TO 1989**

**COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**OF**

**HOTEL DU VIN (TUNBRIDGE WELLS) LIMITED**

**(the "Company")**



In accordance with section 381A of the Companies Act 1985 and the articles of association of the Company, we, the undersigned, being the sole member of the Company who at the date of this resolution are entitled to attend and vote at a general meeting of the Company hereby resolve that the following resolutions shall have effect as they had been passed at a general meeting of the Company duly convened and held:

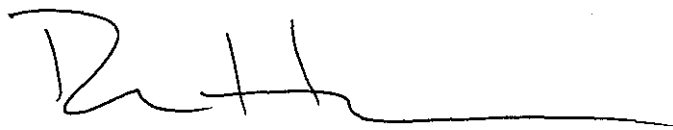
**SPECIAL RESOLUTIONS**

- 1 That the following new object be inserted as object S of paragraph 3 of the Company's Memorandum of Association:

"(S) Subject to and in accordance with the provisions of Sections 155 to 158 (inclusive) of the Companies Act 1985 ("the Act") (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1) (a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act."

- 2 That the giving of financial assistance (as defined in section 152 of the Companies Act 1985 (the "Act")) by the Company to MWB Malmaison Holdings Limited ("the Buyer") for the purpose of the acquisition of shares in the Company's parent (for each subsidiary set of regulations) as described in the statutory declaration made pursuant to section 155(6) of the Act, a copy of which has been produced to the members, be and is hereby approved.
- 3 That resolution 2 above shall have effect notwithstanding any provision of the Company's articles of association.

4 That articles 5 and 9 of the articles of association are removed in their entirety.



Hotel du Vin Limited

R. C. HUTSON.  
Director.

1 / 10 / 04