

**WRITTEN RESOLUTIONS OF ALL THE MEMBERS OF
Morethanhotels (Birmingham) Limited (THE "COMPANY")**

Registered Number: 03479641

THE COMPANIES ACT 1985



PRIVATE COMPANY LIMITED BY SHARES

SHAREHOLDERS' WRITTEN RESOLUTIONS

We the undersigned, are all members of the Company who, at the date of these resolutions, are entitled to attend and vote at a general meeting of the Company.

We refer to the following documents:

- (a) an amendment and restatement agreement dated ^{January} ~~24 November~~ 2006⁷ and made between (1) Morethanhotels (No.1) Limited and Morethanhotels Limited as Original Borrowers, (2) Morethanhotels (No.1) Limited and others as Original Guarantors; (3) Barclays Capital and Société Générale London Branch as Arrangers, (4) Barclays Bank PLC and Société Générale London Branch as Original Term Lenders, (5) Barclays Bank PLC as Overdraft Lender, (6) Barclays Bank PLC and Société Générale London Branch as Original Hedging Lenders, (7) Barclays Bank PLC as Agent and (8) Barclays Bank PLC as Security Trustee (the **Amendment and Restatement Agreement**) amending and restating a facilities agreement dated 22 November 2005; MB
- (b) intercreditor accession letters dated ^{January} ~~24 November~~ 2006⁷ pursuant to which Morethanhotels Trading Limited and Morethanhotels Properties Limited accede to the intercreditor deed dated 23 November 2005 between, among others, the Original Borrower, the Original Guarantors, the Agent, the Security Trustee, the Noteholder and Biome S.A. as Junior Creditor and Shareholder (the **Intercreditor Accession Letters**); MB
- (c) security accession deeds dated ^{January} ~~24 November~~ 2006⁷ between: MB
- (i) Morethanhotels Trading Limited, (2) Morethanhotels (No. 1) Limited and (3) the Security Trustee; and
 - (ii) Morethanhotels Properties Limited, (2) Morethanhotels (No. 1) Limited and (3) the Security Trustee,

pursuant to which both Morethanhotels Trading Limited and Morethanhotels Properties Limited accede to the debenture dated 23 November 2005 as chargors (the **Security Accession Deeds**);

- (d) facility agreement accession letters (the **Facility Agreement Accession Letters** dated ~~24~~ ^{January} November 2007 between: MB

(i) Morethanhotels (No.1) Limited and Morethanhotels Trading Limited; and

(ii) Morethanhotels (No.1) Limited and Morethanhotels Properties Limited,

pursuant to which both Morethanhotels Trading Limited and Morethanhotels Properties Limited accede to the facility agreement dated 22 November 2005 as Borrower and Guarantor for Morethanhotels Trading Limited and as Guarantor for Morethanhotels Properties Limited; and

- (e) a mortgage of shares dated ~~24~~ ^{January} November 2007 by Morethanhotels (No. 1) Limited in favour of the Security Trustee (the **Share Charge**) relating to shares in Morethanhotels Trading Limited and Morethanhotels Properties Limited. MB

The Amendment and Restatement Agreement, Intercreditor Accession Letters, Security Accession Deeds, the Facility Agreement Accession Letters and Share Charge are collectively referred to in these resolutions as the **"Documents"**.

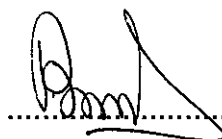
We hereby resolve in writing as follows:

WRITTEN RESOLUTIONS

- 1 That the execution and delivery by the Company of each of the Documents to which it is a party and the performance by the Company of its obligations under each of the Documents be and is hereby approved as being for the benefit of and in the best interests of the Company and the shareholders.
- 2 That the Board of Directors of the Company be and is hereby authorised and directed to execute, deliver and perform each of the Documents and to perform the transactions contemplated by them.

Member

Date


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24 January 2007

for and on behalf of **Morethanhotels FM Limited**