

J378(2)

[COPY]

SPECIAL RESOLUTION(S)

COMPANY NUMBER

3724890

NAME OF COMPANY

ESH HOLDINGS LIMITED

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at the Registered office of the Company on 10 April 2000 the following **SPECIAL RESOLUTION** was duly passed:-

SPECIAL RESOLUTION

That the dividend payable as specified in the Articles of Association Section 3.3.1 as amended 10th December 1999 is changed as follows:

The first dividend payable on 15th April 2000 is paid for the period 1st April 1999 to 31 December 1999 and is therefore 75% (9 months) of the normal annual payment.

The second dividend payable on 15th April 2001 is paid for the period 1st January 2000 to the 31st March 2001 and is therefore 125% (15 months) of the normal annual payment.

The third and subsequent annual dividends are paid annually on 15th April for the year to the 31st March ended in that year.

Signed.....
Chairman



Notes:

- (1) This copy Resolution may be continued on the reverse side of this form if necessary and it should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed.

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