

J378(2)

[COPY]

SPECIAL RESOLUTION

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 *10th April* 2002 the following **SPECIAL RESOLUTION** was duly passed:-

SPECIAL RESOLUTION

That approval be and is hereby given to the purchase by the Company from Lee Cox of 2,418 £1 Cumulative Preference Shares at £1 per share, making a total payment of £2,418 for such Cumulative Preference Shares, 242 £0.01 Non-Voting Ordinary Shares at a price of £0.01 per share, making a total payment for such Non-Voting Ordinary Shares of £2.42 and 1,000 £0.01 Non-Voting Ordinary Shares at a consideration of £0.90 for each such Non-Voting Ordinary Share, making a total consideration for such Non-Voting Ordinary Shares of £900 and a cumulative total consideration of £3,320.42.

Signed.....*AR Kew*.....
Company Secretary



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.