

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 6 December 2002 the following **SPECIAL RESOLUTION** was duly passed:-

SPECIAL RESOLUTION

That approval be and is hereby given to the purchase by the Company of the following shares:

1. From Pamela Croft 10,370 £1 12.5% Cumulative Preference Shares at £1 per share, making a total payment of £10,370;
2. From Carol Gibson 20,912 £1 12.5% Cumulative Preference Shares at £1 per share, making a total payment of £20,912;
3. From Dean Cox 3,604 £1 12.5% Cumulative Preference Shares at £1 per share, making a total payment of £3,604;
4. From Pamela Croft 1,037 £0.01p Non Voting Ordinary Shares at £0.01p per share, making a total payment of £10.37;
5. From Carol Gibson 2,091 £0.01p Non Voting Ordinary Shares at £0.01p per share, making a total payment of £20.91; and
6. From Dean Cox 360 £0.01p Non Voting Ordinary Shares at £0.01p per share, making a total payment of £3.60.

Signed.....
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.