

NEW CENTURY INNS LIMITED 372 6909

Hereby notifies you that the following resolutions have been duly passed as written resolutions of the Company dated 3 November 2008.

ORDINARY RESOLUTIONS

- 1 That, for the purposes of Section 175 of the Companies Act 2006, the directors shall have the power to authorise any matter which would or might otherwise constitute or give rise to a breach of the duty of a director under that Section to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company
- 2 That authorisation of a matter shall be effective only if
 - (a) the matter in question shall have been proposed in writing for consideration at a meeting of the directors in accordance with the board's normal procedures or in such other manner as the directors may determine
 - (hh) any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the director in question and any other interested director (together the "Interested Directors"); and
 - (ii) the matter was agreed to without the Interested Directors voting or would have been agreed to if the votes of the Interested Directors had not been counted
- 51 That any authorisation of a matter by the directors may
 - (a) extend to any actual or potential conflict of interest which may arise out of the matter so authorised,
 - (b) be subject to such conditions or limitations as the directors may determine, whether such authorisation is given at the time or subsequently,
 - (c) be terminated by the directors at any time,and a director shall comply with any obligations imposed on him by the directors pursuant to any such authorisation
- 52 That a director shall not, save as otherwise agreed by him, be accountable to the Company for any benefit which he (or a person connected with him) derives from any matter authorised by the directors and any contract, transaction or arrangement relating thereto shall not be liable to be avoided on the grounds of any such benefit
- 53 That this resolution does not apply to a conflict of interest arising in relation to a transaction or arrangement with the Company


Company Secretary

TUESDAY



17/11/08
Date