

Company No. 3779729

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION of **SEIONT MANOR HOTEL
LIMITED** (the "**Company**")

Written resolution of the member of the Company passed pursuant to acting pursuant to pursuant to Article 53 of Table A Companies Act 1985 incorporated into the Articles of Association of the Company

We, being the members of the Company for the time being entitled to attend and vote at a general meeting of the Company, resolve as follows:

THAT the Articles of Association of the Company be and are hereby amended by the addition of the following as new Articles:

"16 Transfer of Shares

Notwithstanding anything contained in these Articles to the contrary, the directors will register any transfer of shares and may not suspend the registration of the transfer of any shares if such transfer:

- (i) is to The Governor and Company of the Bank of Scotland or any transferee of such bank (the "**Security Trustee**");
- (ii) is delivered to the Company for registration by the Security Trustee in order to perfect its security over such shares; or
- (iii) is executed by the Security Trustee pursuant to a power of sale or other power under such security.

For the avoidance of doubt, the requirement to give a transfer notice in respect of any transfer pursuant to this Article shall not apply"; and

- "17 Notwithstanding anything contained in these Articles to the contrary, any lien attaching to the shares of the Company shall not apply in the event of a transfer of shares to the Security Trustee for the purposes of Article 17."

Dated: 29 November 2005

Hand Picked Hotels Limited



COMPANIES HOUSE

06/12/2005