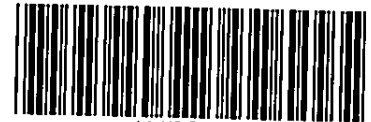


Company no 03887115

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
FOURTH HOSPITALITY LIMITED
("Company")

Circulation Date 13 Sep 2012

TUESDAY



A20 25/09/2012 #130
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as a written resolution of the Company, having effect as special resolutions (the "Resolution")

SPECIAL RESOLUTION

- 1 THAT the execution, delivery and performance by the Company of -
 - 1 1 an amendment and restatement agreement (the "**Amendment and Restatement Agreement**") in relation to a facilities agreement (the "**Facilities Agreement**") originally dated 18 March 2011 and entered into between (amongst others) Quattro Bidco Limited (company number 07534010), the Company and HSBC Bank plc (the "**Lender**"), pursuant to which facilities with a maximum principal amount of up to £23,000,000 comprising of a sterling term loan and a revolving credit facility will be made available to Quattro Bidco Limited and others, and
 - 1 2 a deed confirming that
 - 1 2 1 the composite guarantee entered into by the Company in favour of the Lender and dated 18 March 2011 (the "**Guarantee**"), and
 - 1 2 2 a debenture entered into by the Company granting fixed and floating charges over all of the Company's assets (the "**Debenture**")remain in full force and effect and cover the increased liabilities under the Facilities Agreement as amended pursuant to the Amendment and Restatement Agreementis for the benefit of and in the interests of the Company and is hereby approved and any director is hereby empowered, authorised and directed to complete and enter into the above documents on behalf of the Company (notwithstanding any provisions in the memorandum and articles of association of the Company)
- 1 3 a US law share pledge and security agreement by which, inter alia, the Company grants security over all the shares held by it in Fourth USA Inc , in favour of HSBC Bank plc, and
- 1 4 a blank direct stock power and assignment in respect of all the shares held by the Company in Fourth USA Inc ,

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- 2 **THAT** the directors of the Company be and are hereby authorised to take any action or enter into any other documents in connection with, or pursuant to the documents listed in 1 1 and 1 2 above as they shall deem necessary and to execute, deliver and perform, any and all, obligations under those documents notwithstanding any provisions of the Company's memorandum and articles of association

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

We, the undersigned, the sole member of the Company at the time the Resolution was circulated entitled to vote on the Resolution, irrevocably agree, to the Resolution



Director
For and on behalf of Fourth Holdings Limited

13 Sep 2012

2012

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods -
 - **By Hand** delivering the signed copy to Robert Parry, at Pinsent Masons LLP, 3 Hardman Street, Manchester M3 3AU,
 - **Post** delivering the signed copy to Robert Parry, at Pinsent Masons LLP, 3 Hardman Street, Manchester M3 3AU,
 - **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to robert.parry@pinsentmasons.com Please enter "Written resolutions dated September 2012" in the subject box
- 2 If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement