

Company Number: 04033274

THE COMPANIES ACTS 1985 TO 2006  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS OF

TUESDAY



A40 31/03/2009 258  
COMPANIES HOUSE

INTERACTIVE HOTEL SERVICES LIMITED (the "Company")

13<sup>th</sup> March 2009 (the "Circulation Date")

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 ordinary resolutions or special resolutions as indicated below (the "Resolutions").

**ORDINARY RESOLUTION**

1. That authorisation of conflicts of interest may be given by directors of the Company in accordance with section 175(5)(a) of the Companies Act 2006 at any time following the date of the passing of this resolution.

**SPECIAL RESOLUTION**

2. That the Articles of Association of the Company be amended by:
  - (a) the deletion of the current Articles 22 and 24 and renumbering the current Article 23 as Article 22; and
  - (b) the addition of the following articles as new Articles 23 and 24:

**"23 Conflicts of Interest Requiring Board Authorisation**

- 23.1 The directors may, subject to the quorum and voting requirements set out in this article, authorise any matter which would otherwise involve a director breaching his duty under the Companies Acts 1985 to 2006 to avoid conflicts of interest ("Conflict").

- 23.2 Any director (including the relevant director) may propose that the relevant director be authorised in relation to any matter that is the subject of a Conflict. Such proposal and any authority given by the directors shall be effected in the same way that any other matter may be proposed to and resolved upon by the directors under the provisions of these articles save that the relevant director shall not count towards the quorum nor vote on any resolution giving such authority.

- 23.3 Where the directors give authority in relation to a Conflict:

- (a) the directors may (whether at the time of giving the authority or subsequently)
  - (i) require that the relevant director is excluded from the receipt of information, the participation in discussion and/or the making of decisions (whether at meetings of the directors or otherwise) related to the Conflict; and (ii) impose upon the relevant director such other terms for the purpose of dealing with the Conflict as they may determine;
- (b) the relevant director will be obliged to conduct himself in accordance with any terms imposed by the directors in relation to the Conflict;
- (c) the directors may provide that where the relevant director obtains (otherwise than through his position as a director of the Company) information that is

confidential to a third party, the director will not be obliged to disclose that information to the Company, or to use or apply the information in relation to the Company's affairs, where to do so would amount to a breach of that confidence;

- (d) the terms of the authority shall be recorded in writing (but the authority shall be effective whether or not the terms are so recorded); and
- (e) the directors may revoke or vary such authority at any time but this will not affect anything done by the relevant director prior to such revocation in accordance with the terms of such authority.

23.4 A director shall not, by reason of his office or of the fiduciary relationship thereby established, be liable to account to the Company for any remuneration, profit or other benefit realised by reason of his having any type of interest authorised under article 23.1 and no contract shall be liable to be avoided on the grounds of a director having any type of interest authorised under article 23.1.

24 References in Article 23 to a conflict of interest include a conflict of interest and duty and a conflict of duties."

## AGREEMENT

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

The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Signed: Christine Whitehome  
Christine Whitehome  
Director  
For and on behalf of  
SGH V (GP) Limited  
As General Partner of  
Co-Investment Acquisition No. 10 L.P. Inc.

Date: 13<sup>th</sup> March 2009

## NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company

If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, by 2009 sufficient agreement has been received from the required majority of eligible members for the Resolutions to be passed, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date.