

Nominee

We hereby certify that this is a
true and accurate copy of the original
dated this 3 day of June 2011
Signed Osborne Clarke
Osborne Clarke
One London Wall
London EC2Y 5EB

WRITTEN RESOLUTIONS OF PRIVATE COMPANY

The Companies Act 2006 (the "Act")

Company limited by shares

Written resolutions

of

Magnum Solihull Nominee 2 Limited (company number 04250993)

(the "Company")

11th May 2011 (the "Circulation Date")

IN accordance with Chapter 2 of Part 13 of the Act, we, being the sole member of the Company who are entitled to vote on the resolutions set out below, HEREBY PASS THE FOLLOWING RESOLUTIONS IN WRITING, as special resolutions of the Company, and hereby irrevocably agree in accordance with section 288 of the Act that the said resolutions shall for all purposes be valid and effective as if passed as special resolutions at a general meeting of the Company duly convened and held

Special Resolutions

That:

- 1 Approval of certain documents
- 1.1 **That** the terms and arrangements contemplated by the execution and delivery by the Company of the following documents with (among others) Anglo Irish Bank Corporation Limited (in various capacities) (the "**Bank**") and the performance by the Company of its obligations under those documents
 - (a) a draft consent letter relating to a facility agreement dated 11 October 2002 between Ailsa Solihull Limited (incorporated in the Isle of Man with company number 106566C) and others as borrowers (the "**Borrowers**") and the Bank as amended pursuant to a supplemental facility agreement dated 13 December 2007 and as further amended, varied, or restated from time to time (the "**Facility Agreement**") to be entered into between amongst others the Bank as agent, the Borrowers and the Company,
 - (b) a draft business sale agreement to be entered into between amongst others the Company and Jarvis Hotels Ltd ("**Jarvis**") pursuant to which the Company will purchase certain of the assets of the hotel business operated at Jarvis International Hotel Solihull, Birmingham (the "**Property**"),
 - (c) a draft operating lease for a term of 10 years to be entered into by amongst others the Company as landlord and Ailsa Solihull Limited (company number 7441275) as tenant in respect of the Property,
 - (d) a draft deed of surrender to be entered into in respect of the lease made between the Company as landlord and Jarvis as tenant dated 11 October 2002 in respect of land and buildings situated at The Square, Park Road, Solihull B91 3RF, with registered title number WM785467,

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(e) any other documents required in connection with the Transaction

(together, the "**Documents**"), be and are approved

- 12 **That** notwithstanding any provisions of the Company's Memorandum and Articles of Association or any personal interest of any of the Company's Directors, the Company's Directors and/or Secretary be and are hereby empowered, authorised and directed to execute and deliver the Documents for and on behalf of the Company (in such manner and subject to such changes as they, in their absolute discretion, think fit)

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Important

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

The undersigned, being the person entitled to vote on the resolutions on the Circulation Date (see Notes 4 and 5 below), hereby irrevocably agrees to the Special Resolutions



duly authorised signatory
for and on behalf of
Ailsa Solihull Limited

A copy of this written resolution has been supplied to the auditors of the Company and a copy must be lodged against the Company at Companies House

IMPORTANT

Notes to shareholders about the proposed Written Resolutions

- 2 You can choose to agree to all of the resolutions or none of them, but you cannot agree to only some of them. If you agree to all of the resolutions, 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 (by delivering the signed copy to Osborne Clarke, One London Wall, London EC2Y 5EB marked for the attention of Louise Ball)
 - By post (by returning the signed copy to Osborne Clarke, One London Wall, London EC2Y 5EB marked for the attention of Louise Ball)
 - By fax (by faxing the signed copy to 020 7105 7521 marked for the attention of Louise Ball)
- Please note that return of this document will not be accepted by email.**
- 3 **The resolutions will lapse if sufficient votes in favour of them have not been received by the end of the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one).** Unless you do not wish to vote on the resolutions, please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against the resolutions
- 4 Once you have signified your agreement to the resolutions such agreement cannot be revoked
- 5 In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s)
- 6 If a member has exercised the right, pursuant to the Company's articles of association and section 145 of the Act, to nominate another person to exercise a right to vote on a written resolution, then the vote of that nominee will be counted by the Company to the exclusion of the member
- 7 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document