

Company number: 5266444

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

- of -

- the sole member of -

**OPENTABLE EUROPE LIMITED**

(the "Company")

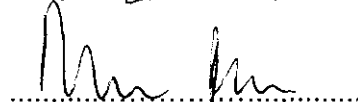
(in accordance with the articles of association of the Company)

We, the undersigned, being the sole member of the Company who, at the date of these resolutions would be entitled to attend and vote at general meetings of the Company **HEREBY PASS** the following resolutions as elective resolutions and agree that the said resolutions shall, for all purposes be as valid and effective as if they had been passed by us at a general meeting of the Company duly convened and held.

**ELECTIVE RESOLUTIONS**

1. THAT in accordance with sections 252 and 379A of the Companies Act 1985 (as amended) the Company elects to dispense with the laying of accounts and reports before the Company in general meeting in respect of the current financial year and in respect of subsequent financial years until this resolution is revoked or otherwise ceases to have effect.
2. THAT in accordance with sections 366A and 379A of the Companies Act 1985 (as amended) the Company elects to dispense with the holding of an annual general meeting in 2004 and in subsequent years until this resolution is revoked or otherwise ceases to have effect.
3. THAT in accordance with sections 386 and 379A of the Companies Act 1985 (as amended) the Company elects to dispense with the obligation to appoint auditors annually until this resolution is revoked or otherwise ceases to have effect.

Dated: 21<sup>st</sup> October 2004



For and on behalf of  
Huntsmoor Nominees Limited

