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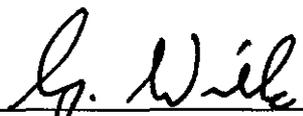
**WHITBREAD HOTEL (LEICESTER) LIMITED**  
(the "Company")

**WRITTEN RESOLUTIONS OF THE SOLE SHAREHOLDER**  
**DATED 14 JUNE 2006**

**Whitbread Hotel Company Limited**, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company **HEREBY RESOLVES**, in accordance with the Company's articles of association to pass the following resolutions as ordinary resolutions of the Company:

1. **THAT**, in accordance with section 121 of the Companies Act 1986 (the "Act"), the authorised share capital of the Company be increased from £1,000 to £650,001 by the creation of 649,001 Ordinary Shares with a nominal value of £1 each ranking pari passu in all respects with the existing Ordinary Shares of £1 each in the capital of the Company.
2. **THAT** the directors of the Company be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Act to exercise all of the power of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £650,000, **provided that** this authority is for a period expiring one year from the date of this resolution. This authority is in substitution for all subsisting authorities to the extent unused.

SIGNATURE:

  
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for and on behalf of Whitbread Hotel Company Limited  
as sole shareholder of the Company

