

**Company Number: 5441702**

**THE COMPANIES ACT 1985**

**COMPANY LIMITED BY SHARES**

**ELECTIVE RESOLUTIONS**

**OF**

**MARRIOTT V&A Hotel Operating Company LIMITED**

At an Extraordinary General Meeting of the Company, duly convened, and held at 7 Albemarle Street, London W1S 4HQ on Tuesday 3<sup>rd</sup> May 2005 at 16.30 pm, the following Elective Resolutions were duly passed

- (i) THAT pursuant to section 366A of the Companies Act 1985, the Company hereby elects to dispense with the requirement for holding of Annual General Meetings;
- (ii) THAT pursuant to section 252 of the Companies Act 1985, the Company hereby elects to dispense with the requirement for laying of accounts and reports before the Company in general meeting;
- (iii) THAT pursuant to section 386 of the Companies Act 1985, the Company hereby elects to dispense with the obligation to appoint auditors annually;
- (iv) THAT pursuant to section 80A(1) of the Companies Act 1985, the Company hereby elects that the provisions of section 80A of the Act shall apply instead of sections 80(4) and 80(5) of the Act in relation to the giving or, as the case may be, the renewal hereafter of any authority to allot shares under that section; and
- (v) THAT while the election made under resolution (iii) above remains in force, the remuneration of the auditors be fixed by the Directors.

.....  
A C Fowler -  
For and on behalf of  
Citco Management (UK) Limited  
- Secretary

