

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

GLENEAGLES HOTELS PUBLIC LIMITED COMPANY ("the Company")

(Registered No. 97000)

At an EXTRAORDINARY GENERAL MEETING of the Company held on 20th July 1998 at ~~8 Henrietta Place, London W1M 9AG~~ ^{The Gleneagles Hotel, Perth, Scotland} the following resolution was passed as a special resolution:

"THAT:

- (a) pursuant to Section 53 of the Companies Act 1985, the Company re-register as a private company and the memorandum and articles of association of the Company be amended accordingly; and
- (b) that the articles of association of the Company be amended by the deletion of the number stated in column (2) below and its replacement by the number stated in column (3) below in the text of the relevant article stated in column (1) below:

Article	Number to be deleted	Number to be substituted
37	5	4
37	6	5
79	77	76
84	84	83
100	100	99"



Director