

THE COMPANIES ACTS 1985 TO 2006

and

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

TOWN AND VILLAGE HOTELS LIMITED

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company in accordance with section 288(3)(a) of the Act propose that the following resolutions are passed by the members of the Company as special resolutions

Special Resolutions

- 1 That the authorised share capital of the Company be and is hereby increased from £1,000 to £160,000 the creation of 159,000 ordinary shares of £1 00 each in the capital of the Company having the rights set out in the articles of association of the Company
- 2 That the directors of the Company be and they are hereby authorised pursuant to section 551 Companies Act 2006 generally and unconditionally to exercise each and every power of the Company to allot relevant securities up to a maximum amount in nominal value of £150,000, such authority to expire on 01 August 2014 and to be utilised in the issue of 150,000 ordinary shares of £1 00 each in the Company

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

The undersigned, persons entitled to vote on the above resolution hereby irrevocably agree to the Special Resolutions



Edward Walsh under power of attorney for James Walsh

Dated 25 August 2011

WEDNESDAY



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COMPANIES HOUSE

NOTES

1 If you agree to the Special 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 delivering the signed copy to the Company Director

Post. returning the signed copy by post to the Company's registered office

If you do not agree to the Special Resolutions, you do not need to do anything, you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the resolution, you may not revoke your agreement

3 Unless, by 31st August 2011, sufficient agreement has been received for the resolution to pass, it will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during this date

4 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