

WRITTEN RESOLUTION (FOR SIGNATURE BY MEMBERS)

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

Comfort Hotels International Limited
with registered number 00320728
(the "Company")

(Circulated on 10th June 2015)

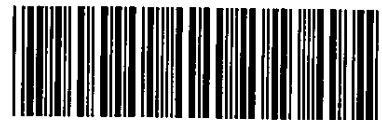
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below be passed as special resolution of the Company

WRITTEN RESOLUTION

THAT the articles of association of the Company be amended by deleting the present article number 82 and replacing it with the following new article number 82

- 82 *The number of Directors shall not be more than 15 nor less than 2 but the continuing Directors may act notwithstanding any vacancy in their body, provided that if the number of the Directors be less than the prescribed minimum the remaining Director shall forthwith appoint an additional Director to make up such minimum or shall convene a General Meeting of the Company for the purpose of making such appointment. If there be no Director or Directors able or willing to act then any two Shareholders, or if there is one Shareholder, the sole Shareholder, may summon a General Meeting for the purpose of appointing Directors. Any additional Director so appointed shall (subject to the provisions of these Articles) hold office only until the dissolution of the Annual General Meeting of the Company next following such appointment unless he is re-elected during such meeting and he shall not retire by rotation at such meeting or be taken into account in determining the rotation of retirement of Directors at such meeting.*

WEDNESDAY



LD4 *L49Q6FCJ* #47
17/06/2015
COMPANIES HOUSE

AGREEMENT BY ELIGIBLE MEMBERS TO THE WRITTEN RESOLUTION

We, being the sole eligible member of the Company entitled to vote on the above resolution on the date of circulation provided above

- 1 confirm that we have received a copy of the above written resolution in accordance with section 291 Companies Act 2006, and
- 2 hereby resolve and agree that the above resolution is passed as a written resolution pursuant to section 288 Companies Act 2006 and that such resolution shall take effect as a special resolution

Signature:



Duly authorised for and on behalf of

HILTON WORLDWIDE LIMITED

Name

JAMES PERCIVAL

Date:

10th JUNE 2015

INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006

- 1 Eligible members are members who would have been entitled to vote on the resolution on the circulation date of the written resolution
- 2 The procedure for signifying agreement by an eligible member to the written resolution is as follows
 - A member signifies his agreement to the proposed written resolution when the Company receives from him (or someone acting on his behalf) an authenticated document which both identifies the resolution to which it relates and indicates his agreement to the resolution
 - The document must be sent to the Company in hard copy form or in electronic form in one of the following ways
 - **By Hand** Delivering the signed copy to Theresa Attwood
 - **E-mail.** By attaching a scanned copy of the signed document to an e-mail and sending it to theresa.attwood@hilton.com
 - A member's agreement to a written resolution, once signified, may not be revoked
 - A written resolution is passed when the required majority of eligible members has signified their agreement to it
- 3 The period for agreeing to the written resolution is the period of 28 days beginning with the circulation date (see section 297 Companies Act 2006)
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which names of the joint holder appear in the Register of Members
- 5 If you are signing this document on behalf of a member of the Company under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document