

**PRINT OF WRITTEN RESOLUTION**

**Company No. 1590065**

THE COMPANIES ACT 1948 TO 1980

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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**RESOLUTIONS IN WRITING**

of

**HILTON GROUP HOLDINGS LIMITED**

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Passed on 27 April 2005

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The undersigned, being the sole member of the Company for the time being entitled to attend and vote at any general meeting of the Company HEREBY RESOLVES (pursuant to Section 381A of the Companies Act 1985):

**Resolutions**

- 1 THAT the share capital of the Company be reduced by £2,360,000,000 and that such reduction be effected by cancelling 2,360,000,000 ordinary shares of £1 each registered in the name of Hilton Group plc.
- 2 THAT the share premium account of the Company be cancelled.



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M J Noble  
for and on behalf of the sole member of the Company  
HILTON GROUP PLC

