

COMPANIES ACT 1985

English Country Inns PLC

COMPANY LIMITED BY SHARES

COMPANY NO: 03896380

At an extraordinary general meeting of the above-named company, duly convened and held on 7 March 2006, the following resolution was passed as a special resolution:

SPECIAL RESOLUTION

THAT:

1. the Company be re-registered as a private limited company under section 53 of the Companies Act 1985 (the *Act*) and that on such re-registration its memorandum of association be amended as follows:

- (a) in the title by deleting the word "public" and replacing it with the word "private";
- (b) in the title and in clause 1 by deleting the word "PLC" and by replacing it with the word "LIMITED";
- (c) by adding the words in the title "(as amended by special resolution passed on 7 March 2006)";
- (d) by deleting clause 2; and
- (e) by re-numbering the existing clauses 3, 4, 5 and 6 as 2, 3, 4 and 5 respectively;

2. on re-registration of the Company as a private limited company, the regulations contained in the document produced to the meeting marked "A", and initialled by the chairman of the meeting for the purposes of identification, be adopted as the new articles of association of the Company to replace in their entirety the existing articles of association of the Company;

3. on re-registration of the Company as a private limited company, the name of the Company be changed to "English Country Inns Limited".


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Director/~~Company Secretary~~

Presented by:
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