

4439517



TINDALL HOTELS HOLDCO 2 LIMITED (the "Company")
(registered in England and Wales
Company Number: 4439501)
SECTION 380(1) COMPANIES ACT 1985

**WRITTEN RESOLUTION OF THE SOLE MEMBER OF THE COMPANY
IN LIEU OF A GENERAL MEETING**

**PASSED PURSUANT TO REGULATION 53 OF TABLE A IN THE SCHEDULE TO
THE COMPANIES (TABLE A TO F) REGULATIONS 1985 (AS AMENDED) AS
INCORPORATED IN THE COMPANY'S ARTICLES OF
ASSOCIATION**

We, the undersigned, being the sole member of the Company entitled to attend and vote on resolutions proposed to be passed as special resolutions at a general meeting of the Company hereby **RESOLVE** as special resolutions, passed by way of written resolution pursuant to Regulation 53 of Table A in the Schedule to the Companies (Table A to F) Regulations 1985 (as amended) as incorporated in the Company's Articles of Association as follows:-

SPECIAL RESOLUTIONS

IT IS HEREBY UNANIMOUSLY RESOLVED:

1. **THAT** the Articles of Association of the Company be amended by inserting the following as new Article 7 and the subsequent articles be renumbered accordingly:

"Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:

- (a) is to a Secured Institution; or
- (b) is delivered to the Company for registration by a Secured Institution in order to perfect its security over the shares; or
- (c) is executed by a Secured Institution pursuant to the power of sale or other power under such security.

For the purposes of these Articles, "Secured Institution" shall mean any bank or institution to which shares have been charged by way of security, whether as agent for a group of banks or institutions or otherwise, or to any nominee or any transferee of such a bank or institution."


2. **THAT** each of the following documents (each a "**Document**") to which the Company is expressed to be a party:
 - (a) a £276,800,000 Facility Agreement between, amongst others, Tindall Hotels (General Partner) Limited acting as general partner of Tindall Hotels Limited Partnership as Borrower, Tindall Hotels (General Partner) Limited, the

Company, the other Holdcos, Bayerische Landesbank London Branch as Agent and Arranger and the Lenders (as defined therein) (the "**Facility Agreement**");

- (b) a debenture over the Company's property including a fixed and floating charge over all its assets as security for the Facility Agreement;
- (c) a subordination agreement under which loans to Tindall Hotels Limited Partnership from the Limited Partners would be subordinated to amounts due under the Facility Agreement;
- (d) the deed of assignment assigning the shares in Hilton East Midlands Airport 1 Ltd and Hilton East Midlands Airport 2 Ltd to the Company;
- (e) a security interest agreement under which the Company charges its interest in the shares of Hilton East Midlands Airport 1 Ltd and Hilton East Midlands Airport 2 Ltd in favour of the Agent; and
- (f) the Transaction Documents to which it is a party,

are in the best interests, and for the benefit of the Company and are hereby approved and the Company be and is hereby authorised to enter into the Documents and, in relation to such of these Documents which have already been executed, are hereby ratified and approved and the Company may sign or seal any other documents which the Company may at any time enter into or be required to enter into pursuant to or in connection with any Document and do such other acts or things as may be considered by any Director to be necessary or desirable for the purposes of carrying into effect any transaction contemplated by the Documents.

- 3. Unless expressly defined in this written resolution, terms defined in the Facility Agreement have the same meaning in this written resolution.
- 4. The written resolutions set out in paragraphs 1 and 2 above are passed as special resolutions of the Company.


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Signed for and on behalf of **Tindall Hotels Limited Partnership,**
acting by its **General Partner, Tindall Hotels (General Partner) Limited**

Date: 30 August 2002