

Company Number: 05934870

**THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**CURZON NOMINEES I LIMITED (the "Company")**

We, the undersigned sole member of the Company, hereby resolve

- 1 **THAT** article 6 of the Company's articles of association (the "**Articles**") which allows the Directors in their absolute discretion and without giving any reason to decline to register any transfer of any share, whether or not it is a fully paid share, be and hereby is deleted and replaced by the following new Article 6 and Article 6A
- "6 Subject to the provisions of Article 6A, the directors may in their absolute discretion, and without giving any reason, decline to register any transfer of any share, whether or not fully paid
- 6A Notwithstanding anything otherwise provided in these Articles or Table A (whether by way of or in relation to pre-emption rights, restrictions on or conditions applicable to share transfers or otherwise), the directors shall not decline to register any transfer of shares nor suspend the registration thereof where such transfer is in favour of
  - (a) a chargee or mortgagee of any shares,
  - (b) any nominee of a chargee or mortgagee of any shares,
  - (c) a purchaser of any shares from a chargee or mortgagee (or its nominee) of any shares, or
  - (d) a purchaser of any shares from any receiver, administrative receiver or administrator appointed by a chargee or mortgagee of any shares "

- 2 **THAT** these resolutions have effect notwithstanding any provision of the Articles



For Curzon Hotel Properties (GP) Limited

Dated 14 April 2008

