

THE COMPANIES ACT 1985
A COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
THE BERKELEY HOTEL LIMITED
(the Company)



The sole member of the Company passes the following resolution:

That:

- (a) subject to compliance with sections 155-158 of the Companies Act 1985 (the **Act**), the entry into by the Company of ;
 - (i) the debenture pursuant to which the Company will grant fixed and floating charges over substantially all of its assets (the **Debenture**);
 - (ii) an intercreditor agreement with, inter alia, Anglo Irish Bank Corporation plc, The Governor and Company of the Bank of Ireland, Barclays Bank plc and Barclays Bank Ireland plc (the **Intercreditor Agreement**) (together with the Debenture, the **Granting of Security**);
 - (iii) an amendment agreement between Coroin Limited, Westark and Westone as borrowers (the **Borrowers**) and the companies referred to therein as lenders (the **Lenders**) pursuant to which certain terms of the intra-group loan agreement between the Borrowers and Lenders dated 14 May 2004 (the **Intra Group Loan Agreement**) is amended to reflect the Senior Loan Agreement and the Subordinated Loan Agreement (the **Amendment Agreement**);
 - (iv) a senior loan agreement with, inter alia, Anglo Irish Bank Corporation plc, The Governor and Company of the Bank of Ireland, Barclays Bank plc and Barclays Bank Ireland plc (the **Senior Loan Agreement**); and
 - (v) a subordinated loan agreement with, inter alia, Anglo Irish Bank Corporation plc, The Governor and Company of the Bank of Ireland and Westark Properties Limited (the **Subordinated Loan Agreement**) (together with the Amendment Agreement and the Senior Loan Agreement, the **Financing Documents**),

is hereby approved;

- (b) the Granting of Security, the entry into the Financing Documents and the giving of guarantees pursuant to the Senior Loan Agreement and the Subordinated Loan Agreement is in the best interests of the Company and the approval of the Company to the Granting of Security is given notwithstanding that the Company might be held to be giving financial assistance for the purposes of sections 151 and 152 of the Act; and
- (c) the directors provide for the signing or, as the case may be, execution on behalf of the Company of the Debenture, the Intercreditor Agreement, the Amendment Agreement, the Senior Loan Agreement and the Subordinated Loan Agreement in the form of the drafts produced to the meeting initialled by the chairman for the purposes of identification with such amendments as the persons authorised to execute the same may approve; and
- (d) this resolution shall have effect notwithstanding any provision of the Company's articles of

association.


Westone Hotel Acquisition Company

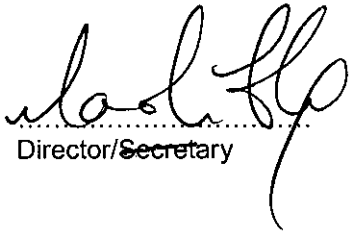
THE COMPANIES ACT 1985
A COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
THE BERKELEY HOTEL LIMITED
(the Company)

By a written resolution dated 16th September 2005, the holder of all of the issued share capital of the Company agreed to the following resolution being passed:

That:

- (a) subject to compliance with sections 155-158 of the Companies Act 1985, the entry into by the Company of;
- (i) the debenture pursuant to which the Company will grant fixed and floating charges over substantially all of its assets (the **Debenture**);
 - (ii) an intercreditor agreement with, inter alia, Anglo Irish Bank Corporation plc, The Governor and Company of the Bank of Ireland, Barclays Bank plc and Barclays Bank Ireland plc (the **Intercreditor Agreement**) (together with the Debenture, the **Granting of Security**);
 - (iii) an amendment agreement between Coroin Limited, Westark and Westone as borrowers (the **Borrowers**) and the companies referred to therein as lenders (the **Lenders**) pursuant to which certain terms of the intra-group loan agreement between the Borrowers and Lenders dated 14 May 2004 (the **Intra Group Loan Agreement**) is amended to reflect the Senior Loan Agreement and the Subordinated Loan Agreement (the **Amendment Agreement**);
 - (iv) a senior loan agreement with, inter alia, Anglo Irish Bank Corporation plc, The Governor and Company of the Bank of Ireland, Barclays Bank plc and Barclays Bank Ireland plc (the **Senior Loan Agreement**); and
 - (v) a subordinated loan agreement with, inter alia, Anglo Irish Bank Corporation plc, The Governor and Company of the Bank of Ireland and Westark Properties Limited (the **Subordinated Loan Agreement**) (together with the Amendment Agreement and the Loan Agreement, the **Financing Documents**),
- is hereby approved;
- (b) the Granting of Security and the entry into the Financing Documents and the giving of guarantees pursuant to the Senior Loan Agreement and the Subordinated Loan Agreement is in the best interests of the Company and the approval of the Company to the Granting of Security is given notwithstanding that the Company might be held to be giving financial assistance for the purposes of sections 151 and 152 of the Act; and
- (c) the directors provide for the signing or, as the case may be, execution on behalf of the Company of the Debenture, the Intercreditor Agreement, the Amendment Agreement, the Senior Loan Agreement and the Subordinated Loan Agreement in the form of the drafts produced to the meeting initialled by the chairman for the purposes of identification with such amendments as the persons authorised to execute the same may approve; and

(d) this resolution shall have effect notwithstanding any provision of the Company's articles of association.


.....
Director/Secretary

THE BERKELEY HOTEL LIMITED

(the Company)

MINUTES of a meeting of the directors of the Company held at 30 Old Burlington Street on 16 Sept 2005 ~~4.40~~ at am/pm.

Present: Malcolm France In the Chair
Geraldine McKenna & Directors
Mark Hennebury
In Attendance: Jennifer Wilson
Andrea Burgess

1. was appointed chairman of the meeting. There being a quorum present in accordance with the Articles of Association of the Company, the meeting was declared open.
2. The chairman explained that on 14 May 2004 Coroin Limited (the **Parent**) had entered into an acquisition agreement for the entire issued share capital of Raglan Real Estate Acquisition Company (previously known as BRE/Savoy Acquisition Company) (**Raglan**) and the Company's holding company and Shapeloose Limited (the **Acquisition**). The Parent novated its rights and obligations under that acquisition agreement to its subsidiary Westark Properties Limited (**Westark**). In order to finance the Acquisition, Westark and Westone Hotel Acquisitions Company (**Westone**) entered into a facilities agreement and a subordinated facilities agreement both dated 14 May 2004 between, among others, the Parent, Anglo Irish Bank Corporation plc and Allied Irish Banks plc (together the **Existing Facilities Agreements**).
3. The Chairman reported that Westark and Westone intended to refinance the Acquisition by repaying their indebtedness under the Existing Facilities Agreements from further facilities to be granted pursuant to the Senior Facility Agreement (as defined below) (such proposed refinancing being the **Refinancing**). It was noted that it was proposed that once their indebtedness under the Existing Facilities Agreements had been discharged, Anglo Irish Bank Corporation plc (as Security Trustee) would release the security granted by the Company pursuant to a debenture dated 14 May 2004. In order to achieve the Refinancing it is proposed that:
 - (i) Anglo Irish Bank Corporation plc would enter into a deed of release pursuant to which, amongst others, the security created over substantially all of the Company's assets in favour of Anglo Irish Bank Corporation plc (as Security Trustee) would be released (the **Deed of Release**);
 - (ii) the Parent, Westark, and, amongst other members of the Parent's wholly-owned group, the Company would enter into a facilities agreement (the **Senior Facility Agreement**) with, among others Anglo Irish Bank Corporation plc, The Governor and Company of the Bank of Ireland and the financial institutions named therein as lenders (the **Lenders**) pursuant to which the Lenders would make available to the Borrowers (as defined in the Senior Facility Agreement) secured credit facilities comprising sterling term loans of a maximum principal amount of £485,000,000;
 - (iii) the Parent, Westark as borrower, and the Company's Subsidiaries (as defined below) would enter into a subordinated facility agreement (the **Subordinated Facility Agreement**) with, amongst others, Anglo Irish Bank Corporation plc and The Governor and Company of the Bank of Ireland (together with the Senior Facility Agreement, the **Loan Agreements**). The borrowings under the Subordinated Facility Agreement were to be advanced by Westark to the

Parent pursuant to the Intra-Group Loan Agreement (as defined below) for the purposes of discharging certain amounts owing by the Parent under the Investor Loan Notes (as defined in the Senior Facility Agreement);

- (iv) the Parent, Westark and Westone as borrowers (the **Borrowers**) and the companies referred to therein as lenders (the **Lenders**) would enter into an amendment agreement pursuant to which certain terms of the intra-group loan agreement between the Borrowers and Lenders dated 14 May 2004 (the **Intra Group Loan Agreement**) would be amended to reflect the Senior Loan Agreement and the Subordinated Loan Agreement (the **Amendment Agreement**).

It was noted that the Group (as defined below) would be required to give certain guarantees and indemnities in respect of all obligations (which include all sums) owed under the Loan Agreements.

- 4. Under the terms of the Loan Agreements, the Parent and certain of its wholly owned subsidiaries, including the Company and Westone, Savoy Theatre Limited, Claridge's Hotel Holdings Limited, Claridge's Hotel Limited, Raglan, The Connaught Hotel Limited, Maybourne Hotels Limited, and Savoy Theatre Holdings Limited, being certain of the Parent's direct and indirect wholly-owned subsidiaries (the **Company's Subsidiaries**), and Westark (together the **Group**) would, in addition to the proposed guarantees and indemnities to be given by each member of the Group pursuant to the Loan Agreements, be also required to create security over certain of their assets in favour of the Security Trustee (as trustee for the Lenders) to secure the indebtedness of, inter alia, the Company to the Lenders under the Loan Agreements. The chairman reported that the security would be granted:
 - (i) by each member of the Group entering into a debenture (the **Debenture**) to be granted in favour of The Governor and Company of the Bank of Ireland as security trustee pursuant to which the Obligors (as defined in the Debenture) would grant first ranking fixed and floating charges over substantially all of their assets to secure the Secured Obligations (as defined in the Debenture) including the amounts drawn under the Loan Agreements;
 - (ii) by each member of the Group entering into an intercreditor agreement with, inter alia, the Parent, the Company, Anglo Irish Bank Corporation plc, The Governor and Company of the Bank of Ireland, Barclays Bank plc and Barclays Bank Ireland plc (the **Intercreditor Agreement**) (together with the Debenture referred to as the **Security Documents**).
- 5. The taking of the steps referred to in paragraphs 2, 3 and 4 above would constitute financial assistance for the purpose of reducing or discharging the liability incurred by the Parent and Westark for the purpose of the Acquisition under section 151(2) of the Companies Act 1985 (the **Act**).
- 6. Each of the directors declared his interest in the business to be considered at the meeting in accordance with section 317 of the Companies Act 1985 and the articles of association of the Company. It was noted that, having done so, in accordance with the articles of association, each director was entitled to count in the quorum and vote on the business to be transacted.
- 7. The following documents and draft documents were produced to the meeting and initialled by the chairman for the purposes of identification:
 - (a) copies of the draft Loan Agreements;
 - (b) a copy of the draft Amendment Agreement;
 - (c) copies of the draft Security Documents;
 - (d) a draft statutory declaration (**Statutory Declaration A**) in the form prescribed under sections 155(6) and 156 of the Act in relation to the giving of financial assistance by the Company in connection with the New Financing and having annexed to it a draft report by the company's auditors, KPMG (the **Auditors**) in compliance with the requirements of section 156(4) of the Act;
 - (e) draft board memoranda of Westark and each of the Company's Subsidiaries confirming that the directors of each company respectively believe that the relevant company's assets will exceed the aggregate of that company's liabilities immediately before the proposed financial assistance is given; and

- (f) the cash flow projections prepared by the directors of the Company for the Group (the **Cash Flow Projections**)

(the documents referred to above are together referred to as the **Transaction Documents**).

8. The Transaction Documents were carefully considered and the circumstances of the Refinancing were discussed. Having discussed the Refinancing, the directors noted that in order to effect the Refinancing, it would be necessary for the Company to enter into certain of the Transaction Documents and that therefore it would be commercially advantageous for the Company to enter into and perform its obligations under such Transaction Documents as the effect of doing so would be to reduce the interest which would otherwise be payable by the borrowers under the Existing Facilities Agreements and which would be serviced by the Group as a whole. It was also noted that the facilities provided under the Loan Agreements would not be made available unless the Company entered into such Transaction Documents. It was further noted that entry into the Transaction Documents would allow the debt under the Existing Facilities Agreements to be satisfied and relieve the Company from its obligations under the accompanying guarantee and security.
9. It was noted that the Company was solvent. It was resolved that, subject to compliance with the provisions of the Act relating to the giving of financial assistance, it was in the best interests of the Company and to its benefit to enter into the relevant Transaction Documents and to provide financial assistance to the Parent and Westark and that the Company should duly enter into the same.
10. The chairman reported that he had been advised that:
- (a) the entry by the Company into certain of the Transaction Documents would constitute **financial assistance** (within the meaning of sections 151(2) and 152 of the Act) in relation to the Acquisition;
 - (b) section 151 of the Act generally prohibited the giving of such financial assistance and if unlawful financial assistance was given the Company and the Company's Subsidiaries would be liable to a fine and every officer of it who was in default would be liable to imprisonment or a fine, or both;
 - (c) the prohibition on the giving of financial assistance and the penalties referred to above would not be applicable if the provisions contained in sections 155-158 inclusive of the Act applicable to private companies were complied with;
 - (d) under s155(2) of the Act, financial assistance can be given by a company if (i) that company has net assets which are not thereby reduced, or (ii) (to the extent that its net assets are reduced) if such assistance is provided out of distributable profits;
 - (e) for the purposes of section 155(2) of the Act "net assets" are defined in section 154(2)(a) of the Act as the amount by which the aggregate of a company's assets exceeds the aggregate of its liabilities (taking the amount of both assets and liabilities to be as stated in the company's accounting records immediately before the financial assistance is given);
 - (f) the obligations of the Company and the Company's Subsidiaries under certain of the Transaction Documents would constitute contingent liabilities of the Company and the Company's Subsidiaries respectively and that for the purpose of considering whether net assets were reduced by the giving of the financial assistance, contingent liabilities should be considered to reduce the net assets if they were likely to be incurred or certain to be incurred, such that the directors, acting in all respects reasonably and bona fide, ought to make a provision in the relevant company's accounts for all or any part of the anticipated liabilities;
 - (g) under section 155(6) of the Act, the directors of a company proposing to give financial assistance under section 155 of the Act are required to make a statutory declaration in the prescribed form complying with section 156 of the Act. Further, under section 156 of the Act the directors of a company which is the holding company of any subsidiaries who are giving financial assistance must swear an additional declaration also in the prescribed form complying with section 156 of the Act;
 - (h) under section 156(4) of the Act, each such statutory declaration should have annexed to it a report

(an **Auditors Report**) from the auditors of the company proposing to give the financial assistance stating that they have enquired into the state of affairs of the company concerned and are not aware of anything to indicate that the opinion expressed by the directors in the statutory declaration is unreasonable in all the circumstances;

- (i) under section 155(4) of the Act, the giving of financial assistance permitted under section 155 of the Act must (save where at the time of giving the financial assistance the company is a wholly owned subsidiary) be approved by special resolution of the company proposing to give the financial assistance; and
 - (j) in addition to considering the specific statutory requirements applicable to the giving of the financial assistance the directors would be required to decide whether the giving of the financial assistance would in any event be for the benefit of the Company and for the purposes of its business and constitute a proper exercise of the directors' powers.
11. It was reported that the Auditors had (on the basis that the directors intend to give the Statutory Declarations and on information provided by the Company) supplied an Auditors' Report and had given the Company a separate letter confirming that, in their opinion, the net assets of the Company would not be reduced by the entering into of the proposed Transaction Documents to which the Company is a party and that they were not aware of anything to indicate that the opinion expressed by the directors in the Statutory Declarations was unreliable in all the circumstances. In reliance upon their knowledge of the Company, the directors declared themselves satisfied that the Company was able to meet the criteria set out in paragraph (d) above.
12. It was explained that in the Statutory Declarations the directors would be required to state that they have formed the opinion, as regards the Company's initial situation immediately following the date on which the financial assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts and that the Company would be able to pay its debts as they fall due during the year immediately following that date. In forming their opinion the directors have to take into account the same liabilities (contingent and prospective) as would be relevant under section 122 of the Insolvency Act 1986 to the question whether the Company is or would be unable to pay its debts.

Each director indicated his willingness to make the Statutory Declarations in the form presented to the meeting in front of an independent solicitor and confirmed that there were no circumstances known to him which might render the declarations untrue. Each of the directors then made such Statutory Declarations.
13. It was resolved that the Company should approve the giving by the Company's Subsidiaries of the financial assistance as set out above and that any director be authorised to vote the Company's shares in the Company's Subsidiaries so as to approve the financial assistance in accordance with section 155(4) of the Act.
14. A form of written resolution approving the giving of financial assistance by the Company and the entering into by the Company of the Transaction Documents was produced to the meeting and it was resolved that the secretary be instructed to despatch the form of written resolution to each member of the Company (together with copies of the Statutory Declarations and the Auditors' Reports) and at the same time send a copy to the Auditors pursuant to section 381B of the Act.
15. The meeting thereupon adjourned.
16. Upon resumption, it was reported that the written resolution referred to in paragraph 14 above had been duly signed by all members of the Company pursuant to the written resolution procedure contained in section 381A of the Act. It was reported that the written resolution had been duly passed and that it complied with the requirements of section 157(1) of the Act.
17. In view of the written resolution of the members recorded in paragraph 14 above and after further careful consideration of the terms and conditions of the Transaction Documents, and the terms of the Statutory Declarations it was resolved that:

(a) the Deed of Release, the Loan Agreements, the Amendment Agreement and the Security

Documents be approved;

- (b) Coroin Limited be appointed as agent of the Company for the purposes of the Transaction Documents (as required by the Loan Agreements);
- (c) any director of the Company (or, in the case of any document to be executed by the Company as a deed, any one director and the secretary or any two directors) be authorised to:
 - (i) sign on the Company's behalf the Transaction Documents to which it is a party in the form produced to the meeting with any amendments which such director(s) and/or secretary approves; and
 - (ii) sign on the Company's behalf any other document which may be required in connection with the Transaction Documents and the giving of the financial assistance approved at the meeting with any amendments which such director(s) and/or secretary approves; and
 - (iii) do all acts and things on behalf of the Company (including the despatching of all documents and notices) which may be reasonable or necessary in connection with the execution or performance by the Company of any document referred to in paragraph (i) or (ii) above.

18. The secretary was instructed to file the written resolutions and the Statutory Declarations, together with a Form 403 in connection with the Deed of Release, with the Registrar of Companies.

19. The meeting then ended.


.....
Chairman