

Company number: 4033274



**THE COMPANIES ACTS 1985 to 1989**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS OF THE SOLE SHAREHOLDER**  
**OF**  
**INTERACTIVE HOTEL SERVICES LIMITED**  
**(the "Company")**

We, the undersigned, being the sole shareholder of the Company who, at the date of these resolutions would be entitled to attend and vote at general meetings of the Company HEREBY PASS the following resolutions and agree that these resolutions shall, for all purposes be as valid and effective as if they had been passed by us at a general meeting of the Company duly convened and held.

1. That the authorised share capital of the Company be increased from £211,510,711 to £214,510,711 by the creation of 3,000,000 Preference Shares of £1 each in the capital of the Company, having the rights and restrictions set out in the articles of association of the Company, as amended and set out in resolution 2(b) below.
2. That the articles of association of the Company be amended as follows:
  - (a) the phrase ("**Ordinary Shares**") be inserted after the word "each" and before the full-stop in line 2 of article 3;
  - (b) The following new article 5A be inserted after article 5.3 and before article 6:

**"5A. Rights Attaching to Ordinary Shares and Preference Shares**

In this Article:

**"Acting in Concert"** has the meaning given to that term in the City Code on Take-overs and Mergers and the Rules Governing Substantial Acquisitions of Shares published by the Panel on Take-overs and Mergers (as amended from time to time);

**"Controlling Interest"** means Ordinary Shares together entitling the holder to exercise a majority of the votes at a general meeting of the Company;

**"Controlling Shareholder"** means the member(s) holding a Controlling Interest;

**"Exit Costs"** means the costs and expenses (including but not limited to the costs of legal, accounting and financial advice as well as any corporate finance, underwriters or banking fees) incurred by the person who was the Controlling Shareholder immediately prior to completion of a Share Sale in connection with such Share Sale;

**"Preference Shares"** means preference shares of £1 each in the capital of the Company having the rights and being subject to the restrictions set out in these articles;

**"Preferred Participation"** in relation to any Preference Share in issue on the Reference Date, means the sum of (i) the Preferred Return of that Preference Share as at that date and (ii) the amount paid on the nominal value of that Preference Share;

**"Preferred Return"** in relation to any Preference Share in issue on the Reference Date, means 8% per annum compounded daily of the amount paid on the nominal value of that Preference Share calculated from (and including) the date of issue to (and excluding) the Reference Date until the earlier of (i) the Reference Date and (ii) the date on which the full Preferred Participation shall have been paid on that Preference Share;

**"Reference Date"** means, in relation to any dividend or other payment proposed to be made to the shareholders in relation to their holding of shares in the Company, the date on which such payment is to be made; and

**"Share Sale"** means the completion after the date of the adoption of these articles of any transaction whereby any person or persons Acting in Concert purchases or purchase or otherwise acquires or acquire all of the then issued shares.

**5A.1 As regards income:**

Any profits which the Company may determine to distribute in respect of any financial year shall belong to and be distributed amongst the holders of the Preference Shares and the holders of Ordinary Shares as follows:

- (a) firstly, to the extent that the holders of Preference Shares have not then received the Preferred Participation of such shares, in paying to the holders of the Preference Shares the amount by which the aggregate amount previously paid by the Company to the holders of the Preference Shares (in that capacity) is less than the Preferred Participation of such shares. To the extent that the profits that the Company determines to distribute are less than the aggregate Preferred Participation of all of the Preference Shares, such profits shall be applied among the holders of the Preference Shares pro rata to the respective Preferred Participations of the Preference Shares held by them; and
- (b) after payment of the Preferred Participation to the holders of the Preference Shares, the aggregate amount of profits resolved to be distributed (or balance of them) shall be paid to the holders of Ordinary Shares as nearly as is practicable pro rata to the amounts paid up on their Ordinary Shares.

No dividend or other distribution shall be declared or paid on the Ordinary Shares unless or until the Company shall have paid to the holders of the Preference Shares, the aggregate Preferred Participation of all of the Preference Shares. No dividend or distribution shall be declared or paid on any Preference Share in excess of the Preferred Participation of that share.

**5A.2 As regards capital:**

On a return of assets on liquidation, dissolution or winding up of the Company either voluntary or involuntary or other return of capital, the surplus assets of the Company remaining after payment of its liabilities (the **"Surplus"**) shall be applied as follows:

- (a) first, to the extent that the holders of the Preference Shares have not then received the Preferred Participation of each Preference Share held by them, in paying to the holders of the Preference Shares the amount by which the

aggregate amount previously paid by the Company to the holders of the Preference Shares (in that capacity) is less than the Preferred Participation of each Preference Share held by them and if the Surplus is less than the aggregate Preferred Participation of all of the Preference Shares, the Surplus shall be applied among the holders of the Preference Shares pro rata to the respective Preferred Participations of the Preference Shares held by them; and

- (b) the balance (if any) of the Surplus remaining after the payments provided for in article 5A.2(a) shall belong to the holders of the Ordinary Shares according to the amounts paid on the nominal amount thereof.

#### 5A.3 Sales and Reorganisations

For the purposes of Article 5A.2, a liquidation, dissolution or winding up of the Company shall be deemed to include a Share Sale in which case the Company and each holder of Preference Shares and each holder of Ordinary Shares shall procure that the proceeds of any such transaction (net of Exit Costs incurred in relation to that Share Sale) shall be distributed to the holders of Preference Shares and the holders of Ordinary Shares in the manner set out in Article 5A.2 as if such proceeds constituted a Surplus.

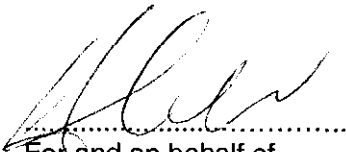
#### 5A.4 As regards redemption

The Preference Shares shall not be redeemable.

#### 5A.5 As regards voting

- (a) The Ordinary Shares shall confer on each holder thereof (in that capacity) the right to receive notice of and to attend, speak and vote at all general meetings of the Company.
  - (b) The Preference Shares shall confer on each holder thereof (in that capacity) the right to receive notice of and to attend and speak at all general meetings of the Company but shall not confer any right (in that capacity) to vote thereat.
  - (c) On a show of hands every holder of an Ordinary Share which confers a present right to vote who is present in person or by proxy (or being a corporation is present by a representative) shall have one vote, and on a poll every holder of an Ordinary Share conferring such a right who is present in person or by a proxy (or being a corporation is present by a representative) shall have one vote for every such Ordinary Share."
3. That the directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "**Act**") to exercise all the powers of the Company to allot relevant securities up to a maximum nominal amount of the authorised but unissued share capital at the date of the passing of the resolution to the existing sole shareholder in the Company provided that this authority shall expire five years after the passing of this resolution and that the Company may before such expiry make an offer or agreement which would require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. In this resolution the expression "relevant securities" and references to the allotment of "relevant securities" shall bear the same respective meanings as in section 80 of the Act.
  4. That the directors be empowered pursuant to section 95 of the Act to allot equity securities wholly for cash as if section 89(1) of the Act and any rights of pre-emption (however expressed) contained in the articles of association of the Company did not

apply to any such allotment. In this resolution the expression "equity securities" and references to the allotment of "equity securities" shall bear the same respective meanings as in section 94 of the Act.

A handwritten signature in black ink, appearing to be 'A. Lee', written over a horizontal dotted line.

For and on behalf of  
**Carmelite Capital Limited**

Dated: 6<sup>th</sup> September 2006