

Company number: SC055493

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE SOLE SHAREHOLDER OF

SCOTTISH HIGHLAND HOTELS LIMITED

(the "**Company**")

Pursuant to Section 381A of the Companies Act 1985 (as amended) we, the undersigned, being the sole member of the Company who at the date of these Resolutions are entitled to attend and vote at any general meeting of the Company, hereby resolve that the following Resolutions be duly passed as written resolutions of the Company which shall be valid and effective as if the same had been passed as special resolutions at a general meeting of the members of the Company duly convened and held.

RESOLUTIONS

1. That subject to compliance with sections 155-158 of the Companies Act 1985 (as amended) ("Act"), the terms and arrangements contemplated by the execution, delivery and performance by the Company of the following documents being:
  - 1.1 a facility agreement between Dawnay Shore Hotels Plc ("Newco"), Paramount Hotels Group Limited ("Paramount"), the Company and Anglo Irish Bank Corporation Plc (the "Bank") for the provision of a term loan to Newco of £305,000,000 to finance, among other things, the acquisition by Newco of the entire issued share capital of Paramount ("Acquisition");
  - 1.2 a debenture between Paramount, the various subsidiaries of Paramount, including the Company (the "**Subsidiaries**"), Newco and the Bank under which Paramount, the Company, the Subsidiaries and Newco would charge and mortgage the whole of their property, undertaking and assets (including by way of fixed and floating charge) in favour of the Bank to secure, amongst other things, their liability to the Bank;
  - 1.3 a standard security in favour of the Bank over the Marine Hotel, Troon to secure, amongst other things, the Company's liability to the Bank;
  - 1.4 a floating charge in favour of the Bank over all of the assets and undertaking of the Company to secure, amongst other things, the Company's liability to the Bank;



- 1.5 a share pledge in favour of the Bank over the shares held by the Company in Stirling Highland Hotel Limited ("Stirling") and Carlton Hotel (Edinburgh) Limited ("Carlton") to secure, amongst other things, the Company's liability to the Bank;
- 1.6 the overdraft facility letter agreement with Stirling dated 8 July 2004, in connection with the dividend being declared by Stirling to the Company but left unpaid, pursuant to which the Company would make an overdraft facility available to Stirling; and
- 1.7 the overdraft facility letter agreement with Carlton dated 8 July 2004, in connection with the dividend being declared by Carlton to the Company but left unpaid, pursuant to which the Company would make an overdraft facility available to Carlton;

be, and they are hereby, approved.

These resolutions shall be governed by and construed in accordance with the laws of Scotland.

SIGNED .....  
authorised signatory  
for and on behalf of  
**Paramount Hotels Investments Limited**

DATED 9th July 2004

To be endorsed on copy of resolution sent to auditors:

We acknowledge receipt of these resolutions and the related communications to the members of the Company

SIGNATURE.....

**Deloitte & Touche LLP**

DATE:.....