

CLERMONT HOTEL GROUP LIMITED
(formerly known as GLH Hotels Limited)
Company Number 00262958
Incorporated in England & Wales
(Company)

Noteholder's Special Resolution pursuant to Clause 6.1 and Paragraphs 20 and 22 of Schedule 3 (Meetings of Noteholders) of the Loan Note Instrument (as defined below)

Amendments to Loan Note Instrument

Reference is made to an instrument dated 7 April 2022 (the "Loan Note Instrument") pursuant to which the Company (the "Issuer") issued £118,300,000 Fixed Rate Loan Notes due 2024.

We, Clermont Group (Cayman) Limited, a company reregistered by way of continuation in the Cayman Islands with reregistration number 365351 and whose registered office is at Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Caymans Islands, being the sole Noteholder (as defined in the Loan Note Instrument) who would be entitled to vote on a Special Resolution (as defined in the Loan Note Instrument) if it was proposed at a meeting of the Noteholders, hereby pass the following resolution as a Special Resolution:

THAT, the amendments to the Loan Note Instrument referred to below be hereby approved:

1. The reference on the cover page to "Fixed Rate Loan Notes 2024" shall be replaced with "Fixed Rate Loan Notes 2027".
2. The reference in the section headed RECITALS to "Fixed Rate Loan Notes 2024" shall be replaced with "Fixed Rate Loan Notes 2027".
3. The reference in the definition "Notes" in clause 1.1 to "Fixed Rate Loan Notes 2024" shall be replaced with "Fixed Rate Loan Notes 2027".
4. Clause 3.1 shall be deleted in its entirety and replaced with the following:

"3.1 Any of the Notes not previously repaid or repurchased by the Company shall be repaid at par, together with accrued interest (less any applicable taxes), on 29 October 2027 (the "Termination Date")".
5. In Schedule 1 (Form of Certificate), any reference to "Fixed Rate Loan Notes 2024" shall be replaced with "Fixed Rate Loan Notes 2027".
6. In Schedule 1 (Form of Certificate) condition 1.2, with effect from and including 29 September 2023 reference to "4.2% per annum" shall be replaced with "6% per annum".

SIGNED for and on behalf of
Clermont Group (Cayman) Limited

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CHEW Seong Aun
Director

Date 29 September 2023

THURSDAY



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02/11/2023

COMPANIES HOUSE

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