

GLH Hotels Limited
Incorporated in England & Wales
Company Number: 00262958
(the "**Company**")

THURSDAY



**SHAREHOLDERS' WRITTEN RESOLUTION
CIRCULATED ON 21/08/2014 (THE "CIRCULATION DATE")
PURSUANT TO CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006**

CHANGE TO ARTICLES OF ASSOCIATION

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a special resolution (the "**Special Resolution**"):

SPECIAL RESOLUTION

1. **THAT** the Articles of Association attached to this resolution, and initialed by the Company Secretary for the purpose of identification, be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

Please read the explanatory notes at the end of this document before signifying your agreement to the resolutions.

The undersigned, the sole member of the Company entitled to vote on the Special Resolution on the Circulation Date, hereby irrevocably agrees to the Special Resolution.

Signed by:

A handwritten signature in black ink, appearing to be "D. J. ...", written over a dotted line.

For and on behalf of
GLH Hotels Holdings Limited

GUIDANCE NOTES:

Please read the following notes before signifying your agreement to the above resolution:

1. If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.

If you do not agree to the above resolutions, you do not need to do anything.
2. Unless sufficient agreement has been received for the above resolution to pass within 28 days from the Circulation Date, it will lapse. If you agree to the resolution, please ensure that your agreement reaches the Company before or during this date.
3. Once you have indicated your agreement to the resolution, you may not revoke your agreement.

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

GLH HOTELS LIMITED

1. Adoption of Model Articles

In these articles "Model Articles" means Model Articles scheduled to The Companies (Model Articles) Regulations 2008 Schedule 1 (Model Articles for private companies limited by shares) as of 23 July 2010. The Articles contained in the Model Articles shall, except where they are excluded or modified by these articles, apply to the Company and together with these articles, shall constitute the articles of the Company. No other regulations or articles set out in any statute concerned companies, or in any statutory instrument or other subordinate legislation made under any statute, shall apply as the articles of the Company.

2. Interpretation

Words and expressions which bear particular meaning in the Model Articles shall bear the same meaning in these articles. In these articles "address" in relation to electronic communications includes any number or address used for the purposes of such communications. References in these articles to writing include references to any method of representing or reproducing words in a legible and non-transitory form including by way of electronic communications (including the Company's websites) where specifically provided in a particular article or where permitted by the directors in their absolute discretion. Headings are for convenience only and shall not affect construction. If and for so long as the Company has only one member these articles shall in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to such a Company.

3. Company Name

The name of the Company is GLH Hotels Limited.

4. Registered Office

The Company's registered office is to be situated in England and Wales.

5. Liability of the Members

The liability of the members is limited.

6. Rights Attached to Shares

Subject to the provisions of the Companies Acts and to any rights conferred on the holders of any other shares, any share may be issued with or have attached to it such rights and restrictions as the Company may by ordinary resolution decide or, if no such resolution has been passed or so far as the resolution does not make specific provision, as the directors may decide.

7. Unissued Shares

Subject to the provisions of the Companies Acts and to these articles, any unissued shares of the Company shall be at the disposal of the directors who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and upon such terms and conditions as they may determine.

8. Initial Authority to issue Relevant Securities

Subject to any direction to the contrary which may be given by the Company in general meeting or in a written resolution the directors are unconditionally authorised to exercise all powers of the Company to allot relevant securities or grant rights to subscribe for or to convert any securities into shares in the Company.

9. Exclusion of Rights to Offer on a Pre-emptive Basis

Section 561 and Section 562 of the Companies Act 2006 shall not apply to the allotment by the Company of any equity security.

10. Transfer and Transmission of Shares

10.1 The instrument of transfer of a subscriber's share which is not fully paid need not be executed by or on behalf of the transferee.

10.2 A person who becomes entitled to a share by reason of any event (other than death or bankruptcy) giving rise to its transmission by operation of Law shall have the same rights of election and other rights as a person entitled by transmission to a share as a consequence of death or bankruptcy.

11. Notice of General Meetings

Notice of every general meeting shall be given to all members other than any who, under the provisions of these articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company.

12. Quorum for General Meetings

One qualifying person present at a general meeting is a quorum. Section 318(2) of the Companies Act 2006 is modified accordingly.

13. Adjournment of General Meetings

If the continuation of an adjourned meeting is to take place more than 21 days after it was adjourned, the Company must give at least 5 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):

- a. to the same persons to whom notice of the Company's general meetings is required to be given; and,
- b. containing the same information which such notice is required to contain.

Article 41(5) of the Model Articles shall be modified accordingly.

14. Poll Votes

A poll may be demanded by:

- a. the chairman of the Meeting;
- b. the directors;
- c. a person having the right to vote on the resolution; or,
- d. a person or persons representing not less than one tenth of the total voting rights of all the shareholders having the right to vote on the resolution.

Article 44(2) of the Model Articles shall be modified accordingly.

15. Period for Agreeing a Written Resolution of the Company

15.1 A proposed written resolution lapses if it is not passed within a period of 28 days beginning with the Circulation Date.

15.2 The definition of "Circulation Date" in this article shall be the same as the reference to "circulation date" in Section 290 of the Companies Act 2006.

16. Amendments to the Resolutions

16.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

- a. notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 24 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine); and,
- b. the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

Article 47(1) (a) of the Model Articles shall be modified accordingly.

16.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

- a. the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and,
- b. the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution. Article 47(2)(b) of the Model Articles shall be modified accordingly.

16.3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

17. Alternate Directors

Any director (other than an alternate director) may appoint any other director, or any other person who is willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.

18. Power to Change Name of the Company

The Directors may by resolution exercise any power of the Company to change the name of the Company.

19. Power to Receive Uncalled Moneys

The directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys uncalled and remaining unpaid on any shares held by him.

20. Directors' Gratuities and Pensions

The directors may exercise all the powers of the Company to provide benefits, either by the payment of gratuities or pensions or by insurance or in any other manner whether similar to the foregoing or not, for any director or former director or the relations, connections or dependants of any director or former director who holds or has held any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or with a predecessor in business of the Company or of any such body corporate and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. No director or former director shall be accountable to the Company or the members for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the Company. Article 19 of the Model Articles shall be modified accordingly.

21. Directors' Meetings

Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than 14 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it. Article 9(4) of the Model Articles shall be modified accordingly.

22. Directors' Interests

Subject to the provisions of the Companies Acts, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office:

- a. may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
- b. may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and,
- c. shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

23. Directors May Vote When Interested

A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the directors in accordance with the Companies Acts. Subject where applicable to such disclosure, a director shall be entitled to vote in respect of any contract or proposed contract in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. A reference in this article to a contract includes any transaction or arrangement (whether or not constituting a contract). Article 14 of the Model Articles shall not apply.

24. Notices

Any notice or other document may be served on or sent or delivered to any member by the Company either personally, or by sending it by post addressed to the member at his registered address, or by leaving it at that address addressed to the member, or, where appropriate, by using electronic communications to an address notified by the member concerned to the Company for that purpose, or by publication on a website in accordance with the Companies Acts, or by any other means authorised in writing by the member concerned. In the case of joint holders of a share, service, sending or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or sending or delivery to all the joint holders.

25. Time of Service

Any notice or other document, if sent by the Company by post, shall be deemed to have been served or delivered twenty four hours after posting and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left by the Company at a registered address otherwise than by post, or sent by electronic communications, shall be deemed to have been served or delivered when it was so left or sent. Article 48(3) of the Model Articles shall be modified to read that a director may agree with the Company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 24 hours.

Date adopted: 21/08/..... 2017