

## SHAREHOLDER RESOLUTION

Company No. 01519689

**GENTING CASINOS UK LIMITED**

(the "Company")

FRIDAY



A16

16/02/2018

COMPANIES HOUSE

#177

Written resolution of the Company pursuant to s.281 and Part 13 Ch 2 Companies Act 2006

Date: 20 December 2017

In accordance with Part 13 Ch 2 Companies Act 2006, the sole director of the Company proposes the following written resolution, which is proposed as a special resolution ("**Special Resolution**").

### **SPECIAL RESOLUTION**

THAT the articles of association of the Company be amended as follows:

- 1 By inserting a new Article 4A as follows:

"4A Notwithstanding Article 4 (*Lien*) above and anything to the contrary contained in these Articles, the Company shall have no lien on any Share that has been charged to a Secured Party."; and

- 2 by inserting a new Article 6A as follows:

"6A Notwithstanding anything to the contrary contained in the Company's Constitution or in the Companies Act 2006 or in any agreement or arrangement applicable to any shares in the Company:

6A.1 the Directors shall promptly register any transfer of share(s) issued by the Company and shall not suspend registration thereof where such transfer:

6A.1.1 is to:

(A) a Secured Party; or

(B) any nominee of a Secured Party; or

(C) any transferee of, or purchaser from, such Secured Party or nominee of such Secured Party (whether or not such transferee or purchaser is a third party transferee or purchaser); or

(D) any combination of the foregoing,

for the purpose of registering such party or parties as legal owner(s) of the relevant shares;

6A.1.2 is delivered to the Company for the purposes set out at 6A.1 above by or on behalf of a Secured Party, by its nominee(s), by any receiver appointed by it or by any purchaser or transferee from a Secured Party or from any nominee of a Secured Party; and

6A.1.3 is executed by (as appropriate) a Secured Party, its nominee(s) or any receiver appointed by it pursuant to any power of sale, right of appropriation or other power under, or arising in respect of, the security over those shares created in favour of a Secured Party,

where "**Secured Party**" means any person or entity in whose favour such shares have been secured whether acting for its own benefit, or as agent, security agent, security trustee or otherwise for itself and/or another person or entity; and

6A.2 no transferor or proposed transferor of any such shares, nor any party listed in (i) above, shall be subject to, or obliged to comply with, any rights or pre-emption contained in this Constitution or in any other arrangement or agreement applicable to any shares in the Company nor shall such person or entity be otherwise required to offer the shares which are or will be the subject of any transfer contemplated by this Article 6A to any or all of the shareholders for the time being in the Company or to any other person or entity and no such shareholder, person or entity shall have any rights under this Constitution or otherwise to require that such shares be transferred to them for consideration or otherwise.

No resolution may be proposed or passed the effect of which would be to delete or amend this Article 6A unless, for so long as a Secured Party holds security over shares in the Company, twenty-one days prior written notice is given to the Secured Party, which notice must be sent by pre-paid registered post to its registered office or principal place of business in the State, marked for the attention of the Company Secretary.",

and amending all following numbering as appropriate.

Agreement to written resolutions

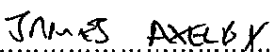
**Please read the notes at the end of this document before signifying your agreement to the written resolutions.**

The undersigned, the persons entitled on the date set out above to vote on the written resolutions, hereby irrevocably agree to the written resolutions being passed.

Signed by

  
.....

Signature

  
.....

for and on behalf of **Stanley Casinos  
Holdings Limited**

Date: 20 December 2017

## NOTES

### Procedures for signifying agreement

1. If you agree to the resolution, please signify your agreement by signing and dating this document where indicated above and returning it using one of the methods set out below. Alternatively, you can signify your agreement by following the email procedures also set out below.
  - **By Hand:** deliver the signed and dated copy to Rachel Belinfante, Macfarlanes LLP, 20 Cursitor Street, London EC4A 1LT.
  - **By Post:** return the signed and dated copy by post to Rachel Belinfante, Macfarlanes LLP, 20 Cursitor Street, London EC4A 1LT.
  - **By Fax:** fax the signed and dated copy to 0207 849 2324 marked "For the attention of Rachel Belinfante".
  - **By Email:** send an email to Rachel.Belinfante@macfarlanes.com stating that you agree to the resolutions and stating your name.

If you do not agree to the resolution, you do not need to do anything. You will not be deemed to agree if you do not reply.

2. Only the fax and email addresses given above, and no other electronic address given in this document or in any accompanying document, may be used to send any document or information relating to the written resolution. The electronic addresses given above may only be used for the purposes specified.

### *Period for agreeing to written resolution*

3. Unless, by the end of 28 days from the date of circulation of the written resolution, sufficient agreement has been received for the written resolution to be passed, it will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or on that date. Your agreement will be ineffective if received after that date.