

Company number. 01940208

The Companies Act 2006

Private company limited by shares

Written resolutions

of

Hallmark Hotels Limited

12 JANUARY 2016 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of Hallmark Hotels Limited (the "**Company**") propose that:

- resolution 1 below is passed as an ordinary resolution (the "**Ordinary Resolution**"), and
- resolution 2 below is passed as a special resolution (the "**Special Resolution**", and together with the Ordinary Resolution, the "**Resolutions**")

Ordinary Resolution:

- 1 **THAT** the terms of and transactions contemplated by the Finance Documents (as defined in a facilities agreement to be entered into between, amongst others, Hallmark Hotels Investments Limited in its capacity as borrower (1) the entities listed therein as guarantors (including the Company) (2) Santander UK plc as arranger (3) Santander UK plc as agent (4) Santander UK plc as original lender (5) Santander UK plc as security agent (6) and Santander UK plc as original hedge counterparty (7)) to which it is proposed the Company enter into, be and are approved

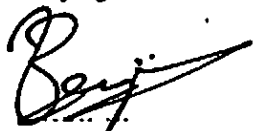
Special Resolution:

- 2 That the following be included as Article 3 4 of the articles of association of the Company
- "The lien set out in regulation 8 of Table A shall not apply in respect of shares held, mortgaged or charged by way of security to any bank or institution, or to any nominee of such a bank or institution "

Important:

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

The undersigned, being a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions



duly authorised signatory
for and on behalf of Hallmark Hotels Holdings Limited

Date **12 JANUARY** 2016

WEDNESDAY



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27/01/2016
COMPANIES HOUSE