

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED

WRITTEN RESOLUTION

of

THE BATH PRIORY LIMITED
(the "Company")

Circulation Date:

22 April 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following Written Resolution as a Special Resolution:

SPECIAL RESOLUTION

THAT the articles of association in the form attached to this resolution are approved and adopted as the articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association.

Please read the Notes overleaf before signifying your agreement to the Written Resolution.

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, I, the undersigned, being the sole member of the Company who would have been entitled to vote on the Written Resolution on the Circulation Date stated above hereby irrevocably agree to the Written Resolution as a Special Resolution:

A. Brownsword-Matthews

Alessandra Brownsword-Matthews

22 April 2022

Date of signature

Notes

- 1 If you agree to the proposed Written Resolution please sign and date this document overleaf on the dotted line where indicated and return it to the Company using one of the following methods, in each case by no later than 5pm on the date 28 days after the Circulation Date stated overleaf:
 - (a) by hand or by post to Peter Tyrrell at 8 Gay Street, Bath, BA1 2PH; or
 - (b) by electronic mail addressed to Peter Tyrrell at PeterTyrrell@brownswordhotels.co.uk.
- 2 If you do not agree to the Written Resolution you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 The Written Resolution will lapse if the agreement of the required majority of eligible members is not received by the Company by 5pm on the date 28 days after the Circulation Date stated overleaf. If the Company does not receive this signed document from you by this date and time it will not be counted in determining whether the Written Resolution is passed.
- 4 The Written Resolution is passed on the date and time that the Company receives the agreement of the required majority of eligible members. The required majority for an Ordinary Resolution is eligible members representing not less than 50% of the total voting rights of eligible members. The required majority for a Special Resolution is eligible members representing not less than 75% of the total voting rights of eligible members.
- 5 You may not revoke your agreement to the Written Resolution once you have signed and returned this document to the Company.
- 6 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.