

Company No 03346172

Private company limited by shares
Written Resolution

- of -

HOTEL DU VIN (TUNBRIDGE WELLS) LIMITED
(the Company)

circulated on 19 December 2014

FRIDAY



Please read the notes below before signifying your agreement to the resolution below

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution below be passed as a special resolution

Resolution

For

Against

Special Resolution

THAT the Company's share capital and share premium be reduced from £500,001 to £1 by the cancellation of 1 ordinary share of £1 and £499,999 of share premium



The special resolution listed above is conditional on approval by the requisite majority of the members of the Company entitled to vote on it within 15 days of the circulation date of this written resolution (including the date of this written resolution).

We, the undersigned, being the sole member of the above-named Company entitled to vote on resolutions of the Company on the date of circulation of this written resolution, irrevocably agree to the resolution as indicated above

A handwritten signature in black ink.

Signed on behalf of **Hotel du Vin Limited**

Date 19 December 2014

NOTES TO SHAREHOLDERS

- (1) If you wish to vote in favour of the resolution please put an "X" in the For box opposite that resolution. If you wish to vote against the resolution please put an "X" in the Against box next to resolution or leave both boxes next to that resolution blank. Once you have indicated your voting intentions please sign and date this document and return it to the Company using one of the following methods:

By Hand: delivering the signed copy to Dentons UKMEA LLP, One Fleet Place London EC4M 7WS marked "For the attention of Matthew Tinger"

Post: returning the signed copy by post to Dentons UKMEA LLP, One Fleet Place London EC4M 7WS marked "For the attention of Matthew Tinger"

Email: by attaching a scanned copy of the signed document to an e-mail and sending it to matthew.tinger@dentons.com. Please enter "Written resolutions of Hotel du Vin (Tunbridge Wells) Limited" in the email subject box.

If there are no resolutions you agree with, you do not need to do anything; you will not be deemed to agree if you fail to reply.

- (2) Once you have indicated your agreement to the resolution, you may not revoke your agreement.
- (3) If after a period of 28 days beginning on the circulation date insufficient agreement has been received for a resolution to pass, that resolution will lapse. If you agree to all or any of the resolutions, please ensure that your agreement reaches us before or during this date.
- (4) If you are signing this document on behalf of a person under a power of attorney or other authority, please return a copy of the relevant power of attorney or authority together with this document.