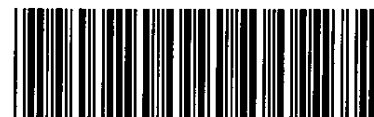


**THE HOLBORN HOTEL LIMITED**  
**(Company number 03613258)**  
**(the "Company")**

FRIDAY



\*L7595F2P\*  
LD2 04/05/2018 #19  
COMPANIES HOUSE

**WRITTEN RESOLUTION OF THE DIRECTORS OF THE COMPANY**

In accordance with Article 1 of the Company's articles of association (the "**Articles**") and regulation 93 of the Companies (Tables A to F) Regulations 1985 as amended by SI 2000/3373 incorporated therein, we, being all the directors of the Company who, at the date of this resolution are entitled to receive notice of a meeting of the directors of the Company, hereby resolve that the resolutions set out in paragraphs 6 and 7 below shall have effect as if they had each been passed at a meeting of the directors of the Company duly convened and held.

**1 DECLARATION OF INTERESTS**

- 1.1 In accordance with section 177 of the Companies Act 2006 (the "**Act**") and the Articles, we have declared that we are each interested in the business to be transacted by this resolution by virtue of our shareholdings in the Company.
- 1.2 We note that, having declared our interests, we are entitled under the Articles to vote on the business to be transacted by this resolution.

**2 BACKGROUND**

- 2.1 We note that:
- (a) the Company is a directly, wholly-owned subsidiary of Globalgrange Limited (the "**Shareholder**"), and forms part of a wider group of companies (the "**Globalgrange Group**") of which New Grange Holdings 1 Limited is the parent and which are therefore all owned by the same controlling shareholders (the "**GG Shareholders**");
  - (b) the GG Shareholders are undertaking an internal reorganisation of the businesses within the Globalgrange Group (the "**Reorganisation**");
  - (c) the Company's tax advisers, PricewaterhouseCoopers LLP, have prepared a reorganisation memorandum dated 28 March 2018 detailing the various steps that need to be taken by the Globalgrange Group in order to effect the Reorganisation (the "**PwC Paper**");
  - (d) as part of the Reorganisation and pursuant to "Step 3.1.1" and "Step 3.1.2" of the PwC Paper, the Company has carried out a reduction of its capital by way of capitalising (the "**First Capitalisation**") an amount of £58,205,479 standing to the credit of the Company's revaluation reserve through a bonus issue at premium to the Shareholder of 1 ordinary share of £1 credited as fully paid (the "**First Capital Reduction Share**") and then subsequently reducing the share premium reserve created by the issue of the First Capital Reduction Share and crediting the amount so reduced to the Company's distributable reserves (the "**First Reduction of Capital**");
  - (e) it was reported that, as a result of the First Capital Reduction coming into effect, all deficits on the Company's profit and loss account had been eliminated; and

- (f) pursuant to "Step 3.1.3", of the PwC paper, it is proposed that the Company carry out a further reduction of its capital by way of capitalising (the "**Second Capitalisation**") an amount of £1,381,152 standing to the credit of the Company's revaluation reserve through a bonus issue at premium to the Shareholder of 1 ordinary share of £1 credited as fully paid (the "**Second Capital Reduction Share**") and then subsequently reducing the share premium reserve created by the issue of the Second Capital Reduction Share and crediting the amount so reduced to the Company's distributable reserves (the "**Second Reduction of Capital**").

### 3 **PURPOSE OF THE RESOLUTION**

The purpose of this resolution is to consider and, if thought fit, approve:

- (a) the Second Capitalisation;
- (b) the Second Reduction of Capital; and
- (c) the crediting by the Company of the resulting sum of £1,381,151 (representing the reserve arising as a result of the Second Reduction of Capital) to the Company's reserves as realised profit so as to become distributable in accordance with article 3 of The Companies (Reduction of Share Capital) Order 2008.

### 4 **DOCUMENTS AND PROCEDURE**

4.1 We note that it is proposed that the Second Reduction of Capital be effected by means of the solvency statement procedure provided for by sections 641 to 644 of the Act.

4.2 We confirm that we have been provided with copies of the following documents:

- (a) a solvency statement required to be made by all the directors of the Company in accordance with section 642 of the Act (the "**Solvency Statement**");
- (b) written ordinary and special resolutions of the Shareholder authorising:
  - (i) the directors to allot new shares in accordance with section 550 of the Act;
  - (ii) to allot new shares in accordance with 569 of the Act as if section 561 of the Act did not apply;
  - (iii) the Second Capitalisation; and
  - (iv) the Second Reduction of Capital;(the "**Resolution**");
- (c) a statement required to be made by the directors in accordance with section 644(5) of the Act to confirm that the Resolution was duly passed no more than 15 days after the date of the Solvency Statement and was provided to the Shareholder in accordance with section 642(2) or (3), as appropriate (the "**644(5) Confirmation**");

- (d) a completed statements of capital stating the requisite details of the share capital and number of shares in the Company following the Second Capitalisation and the Second Reduction of Capital (the "**Statements of Capital**") which was required to be filed at Companies House, together with the Solvency Statement, the Resolution and the 644(5) Confirmation, within 15 days of the passing of the Resolution;
- (e) the Articles;
- (f) the audited accounts for the Company for the year ended 31 March 2017 (the "**Annual Accounts**"); and
- (g) the latest unaudited management accounts of the Company as at 31 December 2017 together with adjustments showing the position after the Second Reduction of Capital becomes effective (the "**Interim Accounts**"),
- (h) trading and cash flow forecasts in respect of the Shareholder for the 12 month period ended 31 March 2019 prepared by the Shareholder (the "**Trading and Cashflow Forecasts**"); and
- (i) a schedule of actual and contingent liabilities in respect of the Shareholder (the "**Liabilities Schedule**"),

together, (the "**Documents**").

## 5 **CAPITALISATION AND REDUCTION OF CAPITAL**

- 5.1 We note that the Articles do not contain any restriction or prohibition on a reduction of capital by the Company.

### **Solvency Statement**

- 5.2 We note that the Solvency Statement comprises statements that each of the directors have formed the opinion that:

- (a) as regards the Company's situation at the date of the Solvency Statement, there is no ground on which the Company could then be found to be unable to pay (or to otherwise discharge) its debts; and
- (b) the Company would be able to pay (or to otherwise discharge) its debts as they fall due during the 12 months immediately following the date of the Solvency Statement.

- 5.3 We note in particular that in forming those opinions:

- (a) we must take into account all of the Company's liabilities (including any contingent or prospective liabilities); and
- (b) we must take into consideration our general fiduciary duties under s170-177 of the Act.

- 5.4 We agree that we each consider the proposed Capitalisation and Reduction of Capital to be in the best interest of the Shareholder and the Company as a whole.

- 5.5 We note that, if we give the Solvency Statement without having reasonable grounds for the opinions expressed in it, every director in default would commit an offence punishable by a fine and/or imprisonment of up to two years.

5.6 In connection with the proposed Second Capitalisation and Second Reduction of Capital and the Solvency Statement, we considered carefully the Annual Accounts and the Interim Accounts and the trading and financial position and prospects of the Company. We have taken account of the forecasted cash requirements of the Shareholder as shown in the Trading and Cash Flow Forecasts and Liabilities Schedule. We have also considered that the Company intends to retain a capital buffer of £1,000,000 following the Reorganisation.

5.7 We note that the Company has £42,055,615 of estimated liabilities as at the date of this resolution and the estimated net assets of the Company would exceed £58,205,480 after the Second Reduction of Capital. We note that the Company would, following the Second Reduction of Capital, continue to have the resources necessary to meet all debts and liabilities (present, future, actual, and contingent) as they fall due.

## 6 **APPROVALS**

6.1 After due and careful consideration of all the circumstances and the Documents, we **UNANIMOUSLY RESOLVE THAT:**

- (a) the Second Capitalisation and the Second Reduction of Capital are likely to promote the success of the Company, for the benefit of the Shareholder, and are consistent with the directors' duties to only exercise powers for the purpose for which they were conferred, to exercise independent judgement and to exercise reasonable care, skill and diligence;
- (b) the Second Capitalisation and the Second Reduction of Capital be approved, subject to the Resolution being passed and the Solvency Statement being approved;
- (c) the form of each of the Documents be approved (as appropriate); and
- (d) any director be authorised to agree the terms of, approve and execute as a deed (either in the presence of a witness who attests the signature or with any other director or the Company secretary), or sign, any other document which he might consider necessary or desirable for or incidental to the Second Capitalisation or the Second Reduction of Capital; and
- (e) any director be authorised (whether acting singly or jointly with another director) to take such actions and steps, including making any amendment to any document, and give such notices or instructions on behalf of the Company which he considers in his sole and absolute discretion to be necessary or desirable in connection with the Second Capitalisation or the Second Reduction of Capital the fact that such director considers the same to be so necessary or desirable in each case being conclusively evidenced by his taking the relevant actions.

6.2 We confirm that we approve of, and agree with, the opinions expressed in the Solvency Statement. Accordingly, we each agree to sign and release the Solvency Statement and we **UNANIMOUSLY RESOLVE THAT:**

- (a) the Solvency Statement be approved;
- (b) the Resolution, accompanied by a copy of the signed Solvency Statement, be provided to the Shareholder for signature and sent to the Company's auditors;

- (c) subject to the Resolution being passed in accordance with the requirements of the Act:
- (i) each of the directors sign the s644(5) Confirmation;
  - (ii) the Statements of Capital be signed by any of the directors;
  - (iii) the Second Capitalisation be effected; and
  - (iv) subject to (i)-(iii) above taking place (and the first Reduction of Capital becoming effective), the Second Reduction of Capital be effected.

7 **FILING AND EFFECT**

We note that the Reduction of Capital will not take effect until the Solvency Statement and Statement of Capital have been registered at Companies House. Accordingly, we hereby **UNANIMOUSLY RESOLVE THAT** all necessary filings be made in relation to the Capitalisation and the Reduction of Capital including but not limited to the filing of the following duly executed documents with the Registrar of Companies at Companies House as soon as practicable following the passing of this resolution for registration by the Registrar of Companies (where applicable) at Companies House on an expedited basis:

- (a) the Solvency Statement;
- (b) the Statement of Capital;
- (c) the s644(5) Confirmation; and
- (d) the Resolution.

  
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**Harpal Singh Matharu**

Date: 4 MAY 2018

  
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**Rajeshpal Singh Matharu**

Date: 4 MAY 2018

.....  
**Tejinderpal Singh Matharu**

Date: \_\_\_\_\_ 2018

- (c) subject to the Resolution being passed in accordance with the requirements of the Act:
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  - (iii) the Second Capitalisation be effected; and
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- (c) the s644(5) Confirmation; and
- (d) the Resolution.

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**Harpal Singh Matharu**

Date: \_\_\_\_\_ 2018

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**Rajeshpal Singh Matharu**

Date: \_\_\_\_\_ 2018

  
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**Tejinderpal Singh Matharu**

Date: 4 MAY 2018