

Registered Number: 03699597

THE COMPANIES ACTS

THE SCOTSMAN HOTEL COMPANY LIMITED
(the "Company")

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS OR AGREEMENTS
to which Chapter 3 of Part 3
of the Companies Act 2006 applies

WEDNESDAY



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30/11/2011

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COMPANIES HOUSE

On 26 October 2011 the sole shareholder of the Company, with the intent that it take effect as if agreed by the Company in general meeting, took the following decisions which would otherwise not have been effective for its purpose unless passed as special resolutions:

1. THAT the Articles be amended by the insertion of the wording set out below as a new Article 6.3A:

"6.3A Any person or persons owning a majority in nominal amount of the issued ordinary share capital that confers the right to attend and vote at general meetings may at any time appoint any person to be a director, whether as an additional director or to fill a vacancy, and may remove from office any director howsoever appointed and any alternate director. Any such appointment or removal shall be effected by notice in writing to the Company by the relevant shareholder or shareholders. Any such appointment or removal shall take effect: (i) if it is sent to the registered office of the Company, when it is received; (ii) if it is produced at a meeting of the directors, when it is so produced; or (iii) if sent by electronic means to an email address or facsimile number (as applicable) generally used by the Company, when it is received. Any such removal shall be without prejudice to any claim that a director may have under any contract between him and the Company".

2. THAT the Articles be amended by the exclusion of the entirety of Regulation 115 of the Companies (Tables A to F) Regulations 1985 (SI 1985 No 805) as amended by inserting the following as a new Article 10A.

"10A Regulation 115 of Table A shall not apply to the Company. Any notice, document or information shall be deemed to have been received by the recipient:

- (i) where the notice, document or information is properly addressed and sent by first class post or other delivery service to an address in the United Kingdom, on the day (whether or not it is a working day) following the day (whether or not it is a working day) on which it was put in the post or given to the delivery agent and, in proving that it was duly sent, it shall be sufficient to prove that the notice, document or information was properly addressed, prepaid and put in the post or duly given to the delivery agent.

- (ii) where the notice, document or information is properly addressed and sent by post or other delivery service to an address outside the United Kingdom, five working days after it was put in the post or given to the delivery agent and, in proving that it was duly sent, it shall be sufficient to prove that the notice, document or information was properly addressed, prepaid and put in the post or duly given to the delivery agent;
- (iii) where the notice, document or information is not sent by post or other delivery service but delivered personally or left at the intended recipient's address, on the day (whether or not a working day) and time that it was sent;
- (iv) where the notice, document or information is properly addressed and sent or supplied by electronic means (other than by facsimile transmission), on the day (whether or not a working day) and time that it was sent and proof that it was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that it was sent; and
- (v) where the notice, document or information is sent by facsimile transmission, on the day (whether or not a working day) and time that it was sent and in proving such service a transmission report or log generated by a facsimile machine which evidences the facsimile transmission shall be conclusive evidence that it was sent."

3. THAT the Articles be amended by the deletion of Article 8 and its substitution with the following wording,

"8 DELIBERATELY LEFT BLANK"

4. THAT the Articles be amended by the deletion of Article 11 and its substitution with the following wording:

"11 DIRECTORS' INDEMNITY AND INSURANCE

11.1 Indemnity

Subject to Article 11.2 (but without prejudice to any indemnity which a relevant officer is otherwise entitled to)

11.1.1 a relevant officer may be indemnified out of the Company's assets to whatever extent the directors may determine against:

- (a) any liability incurred by that officer in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or any undertaking in the same group as the Company;
- (b) any liability incurred by that officer in connection with the activities of the Company or any undertaking in the same group as the Company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006);
- (c) any other liability incurred by that officer as an officer of the Company or any undertaking in the same group as the Company;

- 11.1.2 the Company may, to whatever extent the directors may determine, provide funds to meet expenditure incurred or to be incurred by a relevant officer in defending any criminal or civil proceedings in connection with any alleged negligence, default, breach of duty or breach of trust by him in relation to the company or any undertaking in the same group as the Company, or any investigation, or action proposed to be taken, by a regulatory authority in that connection, or for the purposes of an application for relief, or in order to enable the relevant officer to avoid incurring such expenditure
- 11.1.3 This Article does not authorise any indemnity that would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- 11.2 Insurance**
- 11.2.1 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss.
- 11.2.2 In this Article, a "relevant loss" means any loss or liability which has been or may be incurred by a relevant officer in connection with that officer's duties or powers in relation to the Company, any undertaking in the same group as the Company or any pension fund or employees' share scheme of the Company or of any undertaking in the same group as the Company"


Director of the Scotsman Hotel Company Limited