

ROCCO FORTE & FAMILY (GERMANY) LIMITED (the Company)

Company no. 03710232

PRIVATE COMPANY LIMITED BY SHARES

CIRCULATION DATE:

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below be passed as ordinary resolutions (the **Resolutions**).

1. First Resolution

THAT, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in regulation 5 of the memorandum of association of the Company, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, be hereby revoked and deleted.

2. Second Resolution

THAT, in accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £1,900,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired, SUCH AUTHORITY to revoke and replace all unexercised authorities previously granted to the directors already made or offered or agreed to be made pursuant to such authorities.

AGREEMENT

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

The undersigned, the sole member of the Company entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions.

Signed by Sir Rocco Forte

For and on behalf of **Rocco Forte Hotels Limited**

Date



A18 *A729PPV4* #327
22/03/2018
COMPANIES HOUSE

15th March 2018