

Company Number: 04330919

THE COMPANIES ACT 2006

FRIDAY



TCI *T82PU4GB* #2
05/04/2019
COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

HOTEL (PL PROPERTY) HOLDING LIMITED

(the "Company")

Circulated on 20/12/18 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolutions be passed as special resolutions (the "Resolutions"):

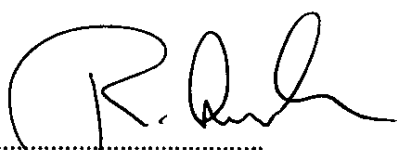
SPECIAL RESOLUTIONS

- 1 "THAT, pursuant to section 641(1)(a) of the Act, the entire amount standing to the credit of the share premium account of the Company as at the date on which this Resolution is passed, being in the sum of £599,998, be cancelled and extinguished."
- 2 "THAT, pursuant to section 641(1)(a) of the Act, the share capital of the Company be reduced by £410,166,651, from £410,166,652, comprising:
 - 2.1 9,256,500 preference shares of £1.00 each;
 - 2.2 3,000,000 A ordinary shares of £1.00 each, and
 - 2.3 3,979,101,520 B ordinary shares of £0.10 each,
 to £1.00, comprising 10 B ordinary shares of £0.10 each, by cancelling and extinguishing:
 - 2.4 9,256,500 preference shares of £1.00 each;
 - 2.5 3,000,000 A ordinary shares of £1.00 each, and
 - 2.6 3,979,⁰~~1~~510 B ordinary shares of £0.10 each."
- 3 "THAT, the amount arising upon the reduction pursuant to Resolution 1 and 2 above be credited to the profit and loss reserves of the Company."

AGREEMENT

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

We, the undersigned, being the sole eligible member of the Company (in our capacity as the holder of all of the issued preference shares of £1.00 each, A ordinary shares of £1.00 each and B ordinary shares of £0.10 each in the issued share capital of the Company), hereby confirm that we have received a copy of the Resolutions in accordance with section 291 of the Act and hereby irrevocably agree that the Resolutions be passed as written resolutions pursuant to section 288 of the Act and shall take effect as special resolutions.



.....
for and on behalf of

Hotel (PL Property) HoldCo Limited

Dated: 20/12/18

NOTES

1. Eligible members are the members of the Company who would have been entitled to vote on the Resolutions on the Circulation Date.
2. You can choose to agree to both of the Resolutions or neither of them but you cannot agree to only one of them. If you agree to both of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
3. If you do not agree to either of the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
4. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
5. Pursuant to section 642 of the Act, the Resolutions must be passed not more than 15 days after the date of the solvency statement relating to the reduction of capital; therefore unless sufficient agreement has been received for the Resolutions to be passed within 15 days after the date of the solvency statement, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company before the end of this period.