

**Company Number: 04524341**

**THE COMPANIES ACT 2006  
WRITTEN RESOLUTIONS  
of  
TRAFALGAR SQUARE HOTEL NO. 2 LIMITED  
(the "Company")**

23 August 2022 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below be passed as a special resolution ("**Resolution**"):

**SPECIAL RESOLUTION**

1. **THAT** the articles of association of the Company (the "**Articles**") be amended by inserting the following as a new Article 27 (and that the existing articles 27 to 53 of the Articles be renumbered 28 to 54):

**"27. SECURED INSTITUTIONS**

- 27.1 Notwithstanding any provisions contained in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise):

- 27.1.1 the directors may not and will not decline to register any transfer of shares which have been mortgaged or charged or are expressed to be mortgaged or charged pursuant to a shares charge (a "**Shares Charge**") made by any shareholder of the Company, nor suspend the registration thereof, where such transfer is in favour of:

- 27.1.1.1 a chargee or mortgagee of such shares or any nominee of a chargee or mortgagee of such shares (or to any person acting as agent or security trustee for, any such person) (a "**Secured Institution**"); or

- 27.1.1.2 a purchaser of such shares from a chargee or mortgagee (or its nominee) of such shares; or

- 27.1.1.3 a purchaser of such shares from any receiver, administrative receiver or administrator appointed by a chargee or mortgagee of such shares,

and, furthermore, notwithstanding anything to the contrary contained in these articles, no transferor, or proposed transferor, of any such share to a Secured Institution, and no Secured Institution, shall (in respect of any transfer referred to above) be required to offer any such share to the members for the time being of the Company or any of them and no such member shall have any right under the articles or otherwise howsoever to require any such share to be transferred to that member whether for any valuable consideration or otherwise;

- 27.1.2 no lien shall attach to the shares (nor to any dividend or moneys payable in respect of such shares) of the Company subject to a Shares Charge, whether any moneys are presently payable or not,

and the Company shall not exercise any rights to sell those shares;  
and

27.1.3 the directors shall not have any right of forfeiture over or in respect  
of the shares of the Company subject to a Shares Charge.

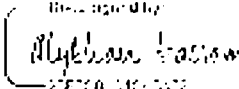
27.2 If there is any inconsistency between any provision of this article 27 and any  
provision of any other article, the provision of this article 27 shall apply."

## AGREEMENT

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

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

SIGNED this 23 day of August 2022

Signed.....  


Name: Alykhan Kassam (PRINT NAME)

For and on behalf of: **LONDON AND REGIONAL GROUP HOTEL HOLDINGS LTD** acting by its  
attorney **TRAFALGAR SQUARE HOTEL LIMITED** under a power of attorney dated 23 August  
2022

## NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
  - (a) **by hand:** delivering the signed copy to Kat Everington at Taylor Wessing LLP, 5 New Street Square, London EC4A 3TW; or
  - (b) **by post:** returning the signed copy by post to Kat Everington at Taylor Wessing LLP, 5 New Street Square, London EC4A 3TW; or
  - (c) **by email:** by attaching a scanned copy of the signed document to an email and sending it to [k.everington@taylorwessing.com](mailto:k.everington@taylorwessing.com). Please enter "2022 - Written resolutions" in the email subject box.

If you do not agree to the Resolution, 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. Unless, by the date falling 28 days after the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolution to be passed, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us on or before this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.