
PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTIONS
OF
LOOPSIGN LIMITED
(the "Company")**

MONDAY

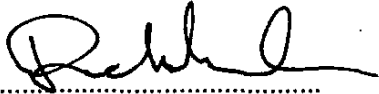


The following written resolutions of the Company were passed on 31 DECEMBER 2018.

SPECIAL RESOLUTIONS

1. **"THAT** the Company be wound up voluntarily pursuant to section 84(1)(b) of the Insolvency Act 1986 (the **"Act"**)."
2. **"THAT** subject to the passing of resolution one above that Laura Waters and Rob Lewis of PricewaterhouseCoopers LLP, 7 More London Riverside, London SE1 3RT, be and hereby are appointed as joint liquidators of the Company (the **"Liquidators"**) for the purposes of winding up the Company's affairs and distributing its assets and any act required or authorised under any enactment to be done by the Liquidators is to be done by all or any one or more of the persons for the time being holding office."
3. **"THAT** in accordance with the provisions of the Company's articles of association, the Liquidators be and hereby are authorised to:
 - a. distribute to the members of the Company in specie the whole or any part of the assets of the Company;
 - b. value any assets and determine how the distribution shall be carried out to the members;
 - c. vest the whole or any part of the assets in trustees upon such trust for the benefit of the members as the Liquidators so determine, but the members shall not be compelled to accept any asset upon which there is a liability; and
 - d. enter into and carry into effect a deed of reconstruction between (1) the Company (in liquidation); (2) the Liquidators; (3) London and Regional Group Hotels Ltd (**"LRGH"**); (4) London and Regional Group Properties Ltd (**"LRGP"**); and (5) the shareholders of the Company, to transfer the business and assets of the Company to LRGH and LRGP in accordance with the terms of the deed of reconstruction and pursuant to section 110 of the Act."
4. **"THAT** the Liquidators' fees be fixed by reference to the time properly given by the Liquidators and their staff in attending to matters arising in the winding up, including those falling outside of statutory duties undertaken at the request of the members, such remuneration to be drawn monthly, or at such longer intervals as the Liquidators may determine."

5. "THAT the Company's books and records be held by a representative of the members to the order of the Liquidators, and may not be destroyed without the permission of the Liquidators which will not be forthcoming until twelve months after the dissolution of the Company."
6. "THAT the certificate of appointment of the Liquidators together with the certificate copies of the resolutions passed herein, be signed by RICHARD LIVINGSTONE *"for and on behalf of the members".*"



By: RICHARD LIVINGSTONE

For and on behalf of the members