

Private Company Limited by Shares

WRITTEN RESOLUTIONS OF THE SOLE SHAREHOLDER

OF

MARRIOTT V&A HOTEL OPERATING COMPANY LIMITED

Company No. 05441702

(the "Company")

Circulation date: 10th September 2015

We, the undersigned, being the sole Shareholder of the Company entitled to attend and vote at the General Meeting of the Company hereby pass the following Resolutions pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("the Act"). It is proposed that the following Written Resolutions be passed (as an Ordinary Resolution in the cases of Resolution 1 and Resolution 2 and as a Special Resolution in the case of Resolution 3) (together "the Resolutions") to be valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

ORDINARY RESOLUTIONS

RESOLVED:

1. **THAT** we accept that, pursuant to Section 9 of the Articles of Association, Mr. Ben Di Benedetto be appointed to the board of directors of the Company with effect from 1 September 2015;
2. **THAT** we accept that, pursuant to Section 9 of the Articles of Association, Ms. Coral Bidel be appointed to the board of directors of the Company with effect from 1 September 2015.

SPECIAL RESOLUTION

3. **THAT**, the Articles of Association of the Company be amended by inserting the following;

"ALTERNATE DIRECTORS

- 1 (a) *Any director (the "appointor") may appoint as an alternate any other director, or any other person approved by a decision of the directors, to:-*

- (i) *exercise that director's powers; and*
- (ii) *carry out that director's responsibilities,*

in relation to the taking of decisions by the directors in the absence of the alternate's appointor.



(b) Any appointment or removal of an alternate must be effected by notice in writing to the Company signed by the appointor, or in any other manner approved by the directors. The notice must:-

- (i) identify the proposed alternate; and*
- (ii) in the case of a notice of appointment, contain a statement signed by the proposed alternate that he is willing to act as the alternate of his appointor.*

2 (a) An alternate director has the same rights to participate in any directors' meeting or decision of the directors reached in accordance with Article 5, as the alternate's appointor.

(b) Except as these Articles specify otherwise, alternate directors:-

- (i) are deemed for all purposes to be directors;*
- (ii) are liable for their own acts or omissions,*
- (iii) are subject to the same restrictions as their appointors; and*
- (iv) are not deemed to be agents of or for their appointors.*

(c) A person who is an alternate director but not a director:-

- (i) may be counted as participating for the purposes of determining whether a quorum is participating (but only if that person's appointor is not participating); and*
- (ii) may sign or otherwise signify his agreement in writing to a written resolution (but only if that person's appointor has not signed or otherwise signified his agreement to such written resolution).*

No alternate may be counted as more than one director for such purposes.

(d) Model Article 20 is modified by the deletion of each of the references to "directors" and the replacement of each such reference with "directors and/or any alternate directors".

3 An alternate director's appointment as an alternate terminates in accordance with Article 9 and 10 and.-

(a) when his appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate;

(b) on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor would result in the termination of the appointor's office as director,


(c) on the death of his appointor; or

(d) when his appointor's appointment as a director terminates. "

Passed on
AGREEMENT

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

The undersigned, being entitled to vote on the Resolutions on the Circulation Date, hereby agrees to the Resolutions.



SIGNED BY:

On Behalf of

Marriott UK Group Company Limited

Date:

NOTES

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company either:
 - a) by e-mail by sending a scanned copy of the signed and dated Resolutions to coral.bidel@intertrustgroup.com; or
 - b) by hand. by delivering the signed and dated Resolutions to 11 Old Jewry, 7th Floor, London, EC2R 8DU marked "For the attention of the Company Secretary"; or
 - c) by post: by returning the signed and dated Resolutions by post to 11 Old Jewry, 7th Floor, London, EC2R 8DU marked "For the attention of the Company Secretary".
- 2 If you are indicating agreement to the Resolutions on behalf of a company or person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority with your indication of agreement.
- 3 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.
- 4 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 5 When agreement to the Ordinary Resolutions has been received from members representing 50% of the total voting rights, and when agreement to the Special Resolution has been received from members representing 75% of the total voting rights, the Resolutions will be deemed passed. Unless within the period of 28 days beginning with the Circulation Date sufficient agreement has been received for the Resolutions to pass, it will lapse
- 6 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company.